Meeting of the Essex Joint Committee

Thursday, 20 November 2025 at 2.00 pm to 3.15 pm

The Banqueting Suite, Tilbury Community Association, Civic Square, Tilbury, Essex, RM18 8AA

Part I Agenda

No	Time	Title	Action	Papers	Lead / Presenter	Page No
		Opening Business				
1.	2.00 pm	Welcome, opening remarks and apologies for absence	Note	Verbal	Prof. M Thorne	-
2.	2.01 pm	Register of Interests / Declarations of Interest	Note	Attached	Prof. M Thorne	2
3.	2.02 pm	Questions from the Public	Note	Verbal	Prof. M Thorne	-
		Items for Decision / Non-Standing Items				
4.	2.12 pm	Approval of Essex Joint Committee (EJC) Terms of Reference, including EJC Workplan	Approve	Attached	M Watson	4
5.	2.20 pm	Approval of Terms of Reference for: • Essex Joint Executive Sub-committee • Essex Joint Finance and Performance Sub-committee • Essex Joint Quality Sub-committee	Approve	Attached	M Watson	48 53 60 68
		Standing Items				
6.	2.50 pm	Proposed Essex ICB Governance / Transition Update	Note	Attached	T Abell	77
7.	3.13 pm	Any Other Business	Note	Verbal	Prof. M Thorne	-
8.	3.15 pm	Date and time of next Part I Essex Joint Committee meeting: Thursday, 22 January 2026 at 2.00 pm – 3.15 pm* in Function Room 1, Barleylands, Barleylands Road, Billericay, Essex CM11 2UD. *Time may be subject to change.	Note	Verbal	Prof. M Thorne	-

Part I Essex Joint Committee Meeting, 20 November 2025

Agenda Number: 2

Essex Joint Committee Register of Interests

Summary Report

1. Purpose of Report

To provide the committee with a first draft of the Essex Joint Committee (EJC) Register of Interests appended to this report.

The register currently consists of interests declared by EJC members from Mid and South Essex (MSE) Integrated Care Board (ICB), together with the names of EJC members from Suffolk and North East Essex (SNEE) ICB and Herffordshire and West Essex (HWE) ICB.

The interests of members from SNEE and HWE ICBs are being sought and will be added to the next iteration of the register. In the meantime, further information on SNEE and HWE ICB Board members' declarations of interest can be found on their websites. Suffolk and NEE Essex ICB Hertfordshire and West Essex ICB

2. Executive Lead

Michael Watson, Executive Director Corporate Services

3. Report Author

Sara O'Connor, Senior Manager Corporate Services

4. Responsible Committees

Essex Joint Committee

5. Link to the ICB's Strategic Objectives

- Through strict budget management and good decision making, the ICB plans and purchases sustainable services for its population and manages any associated risks of doing so within the financial position agreed with NHS England.

6. Conflicts of Interest

The EJC register of members' interests will assist the committee in ensuring that all actual, potential or perceived conflicts of interest are managed appropriately in accordance with relevant ICB policies on the management of conflicts of interest and standards of business conduct, based on NHS England guidance.

7. Recommendation/s

The Board is asked to note the first draft of the EJC register of interests.

Agenda Item 2

Essex Joint Committee
Register of Members' Interests - November 2025

First Name	Surname	Job Title / Current Position	Declared Interest (Name of the organisation and nature of business)	Financial	Non-Financial Professional Interest	Non-Financial Personal Interest	Is the interest direct or indirect?	Nature of Interest	From	To	Actions taken to mitigate risk
Tom	Abell	Chief Executive Officer, Mid and South Essex ICB (MSE ICB)	Nil								
Anna	Davey	MSE ICB Partner Member (Primary Care)	Coggeshall Surgery Provider of General Medical Services	x			Direct	Partner in Practice	09/01/17	Ongoing	I will not be involved in any discussion, decision making, procurement or financial authorisation involving the Coggeshall Surgery or Edgemead Medical Services Ltd
Anna	Davey	MSE ICB Partner Member Primary Care)	Colne Valley Primary Care Network	x			Direct	Partner at The Coggeshall Surgery who are part of the Colne Valley Primary Care Network - no formal role within PCN.	01/06/20	Ongoing	I will declare my interest if at any time issues relevant to the organisation are discussed so that appropriate arrangements can be implemented and will not
Anna	Davey	MSE ICB Partner Member (Primary Care)	Mid and South Essex Integrated Care Board	x			Direct	Employed as a Deputy Medical Director (Engagement).	April 2024	Ongoing	I will declare my interest if at any time issues relevant are discussed so that appropriate arrangements can be implemented
Mark	Harvey	MSE ICB Board Partner Member (Southend City Council)	Southend City Council	x			Direct	Employed as Executive Director, Adults and Communities		Ongoing	Interest to be declared, if and when necessary, so that appropraite arrangements can be made to manage any conflict of interest.
Jennifer	Kearton	MSE ICB Executive Director of Finance and Commercial	Colchester Weightlifting Limited			x	Direct	Director	01/10/24	Ongoing	No conflict anticipated. To declare as appropriate.
Sarah	Muckle	ICB Partner Member (Essex County Council)	Essex County Council	x			Direct	Director of Wellbeing Public Health & Communities	24/04/25	Ongoing	To declare this interest as necessary so that appropriate arrangements can be made if required.
Robert	Persey	ICB Partner Member (Thurrock Council)	Thurrock Council	x			Direct	Interim Executive Director of Adults and Health		Ongoing	To declare this interest as necessary so that appropriate arrangements can be made if required.
Matthew	Sweeting	Executive Medical Director, MSE ICB	Mid and South Essex Foundation Trust			x	Direct	Part Time Geriatrician - hold no executive or lead responsibilities and clinical activities limited to one Outpatient clinic a week and frailty hotline on call.	01/04/15	Ongoing	Any interest will be declared if there are commissioning discussions that will directly impact my professional work. I will liaise with CEO or Chair, as appropriate, for mitigations. These could include removal from said discussions, not voting on any proposals or nominating a deputy. For sign off of commissioning budgets, if a conflict arises, I will delegate to the CFO.
Mike	Thorne	MSE ICB Chair	Nil								N/A
Giles	Thorpe	Executive Chief Nurse, MSE ICB	Essex Partnership University NHS Foundation Trust	x			Indirect	Husband is the Associate Clinical Director of Psychology - part of the Care Group that includes Specialist Psychological Services, including Children and Adolescent Mental Health Services and Learning Disability Psychological Services which interact with MSE ICB.	01/02/20	Ongoing	Interest will be declared as necessary so that appropriate arrangements can be made if and when required.
George	Wood	Non-Executive MSE ICB Board Member	Princess Alexandra Hospital	x			Direct	Senior Independent Director, Chair of Audit Committee, Member of Board, Remuneration Committee and Finance & Performance Committee	01/07/19	Ongoing	Clear separation of responsibilities and conflicts.
Jan	Thomas	Chief Executive Officer, Hertfordshire and and West Essex ICB (HWE ICB)									
Sarah	Griffiths	Executive Director of Finance, Resources and Contracts, HWE ICB									
Sarah	Stanley	Executive Clinical Director of Total Quality Management, HWE ICB.									
Fiona	Head	Executive Clinical Director of Utilisation Management, HWE ICB.									
Ed	Garratt	Chief Executive Officer, Suffolk and North East Essex ICB (SNEE ICB)									
Howard	Martin	Chief Finance Officer, SNEE ICB									
Lisa	Nobes	Chief Nursing Officer, SNEE ICB									
Frankie	Swords	Chief Medical Officer, SNEE ICB									
Janet	Wood	Non-Executve Member, SNEE ICB									
Freda	Bhatti	Primary Care Representative (North East Essex), SNEE ICB									
Lyn	Stimson	Interim Director North East Essex, SNEE ICB.									
Ian	Perry	Primary Medical Services Partner Member, HWE ICB.									
Toni	Coles	Place Director, West Essex, HWE ICB									

Part I Essex Joint Committee Meeting, 20 November 2025

Agenda Number: 4

Essex Joint Committee Terms of Reference and Workplan

Summary Report

1. Purpose of Report

To update the committee on the establishment of the Essex Joint Committee, present the final agreed version of the Committee terms of reference and associated workplan.

2. Executive Lead

Michael Watson, Executive Director of Corporate Services, MSEICB

3. Report Author

Nicola Adams, Associate Director of Corporate Services, MSEICB

4. Responsible Committees

The Greater Essex Working Group and the Transition Committee reviewed the proposed governance arrangements in September 2025 and expressed support for the establishment of the Essex Joint Committee (EJC). Subsequently, on 13 October, the Transition Committee, expanded to include additional members aligned with the proposed composition of the EJC, convened to discuss the operational governance framework across the three ICBs serving Essex.

While the Mid and South Essex (MSE), Suffolk and North East Essex (SNEE) and Hertfordshire and West Essex (HSW) ICB Boards retains accountability for the delivery of their own statutory functions, they may delegate responsibility for the delivery of those functions to be discharged jointly with other ICBs through agreed governance mechanisms.

5. Link to ICBs Strategic Objectives

- Being assured that the healthcare services we strategically commission for our diverse populations are safe and effective, using robust data and insight, and by holding ourselves and partners accountable.
- Through compassionate and inclusive leadership, consistent engagement and following principles of good governance, deliver the organisational changes required, whilst ensuring staff are supported through the change process and maintaining business as usual services.

6. Impact Assessments

Not applicable – proposal does not change the functions of the ICB, but enables provision within the ICB Constitution to deliver it's functions jointly with other ICBs.

7. Financial Implications

None

8. Details of patient or public engagement or consultation

Patient and public engagement is not required as this is a national required change. However, the decision to delegate functions to be discharged jointly is made in a meeting in public to ensure transparency.

9. Conflicts of Interest

None identified.

10. Recommendation/s

The Essex Joint Committee is asked to note the final iteration of its terms of reference and proposed workplan.

Transitional Governance – Essex Joint Committee (EJC) Terms of Reference and Workplan

1. Introduction

From 1 April 2026, it is anticipated that a new Essex Integrated Care Board (ICB) will be established, incorporating the Mid and South Essex (MSE) Integrated Care Board with West Essex (currently part of Hertfordshire and West Essex ICB (HWE)) and North East Essex (currently part of Suffolk and North East Essex ICB (SNEE)). Until 31 March 2026, the three ICBs will retain accountability for planning and commissioning healthcare services for the population within their ICB areas and associated statutory responsibilities.

MSE, SNEE and HWE ICBs ("the ICBs") have agreed to create a Joint Committee – referred to as the Essex Joint Committee (EJC) - with delegated responsibility for discharging certain commissioning functions across the Essex geography. Annexe A shows the structure of these governance arrangements.

The primary purpose of the EJC is to enable collaborative decision-making across the three ICBs on services that span the Essex footprint. While the EJC facilitates joint working, each sovereign ICB remains fully accountable for its statutory responsibilities, including the delivery of its agreed 2025/26 financial plans.

2. Main content of Report

During September 2025, the ICB Boards of HWE, MSE, and SNEE held meetings in closed session to consider the transitional governance proposal. While these discussions were not held in public, all three Boards expressed support for the proposed arrangements.

There was broad consensus that formal legal instruments—such as a collaboration agreement—were not required to enable delegation. Instead, a robust Terms of Reference (ToR), supported by amendments to each ICB's Scheme of Reservation and Delegation, was considered a more expedient and proportionate approach.

The EJC Terms of Reference (Annexe B) are supported by an appendix (Annexe C), which sets out the formal governance framework underpinning the delegation arrangements.

Key elements of the ToR—such as scope and membership—reflect proposals previously shared with the Transition Committee, the Greater Essex Working Group, and the individual ICB Boards.

These arrangements are designed to:

- Streamline governance across Essex;
- Enhance collaboration between the three ICBs; and
- Minimise operational burden on teams involved in decision-making.

Importantly, the EJC governance framework ensures that:

- Sovereign ICBs do not make decisions that could inadvertently bind the proposed future Essex ICB to commissioning commitments it would not otherwise make;
- Sovereign ICBs are protected from decisions that could compromise delivery of their current-year financial plans.

In essence, the EJC will consider decisions that impact Essex residents and have implications across all three ICBs operating within the Essex footprint. However, ICB's sovereign functions for 2025/26 will continue to be overseen by the sovereign Executive Teams and Boards.

The MSE ICB Internal Auditors (TIAA) were asked to review the governance underpinning the EJC and concluded that the arrangements were satisfactory, suggesting a small number of amendments, which have been completed.

MSE ICB held an extra-ordinary meeting on 16 October to consider the EJC ToR (including Appendix A governance arrangements), sub-committee's of the EJC, and amendments to its scheme of reservation and delegation (SoRD). MSE ICB approved the ToR and SoRD and thus delegated matters to the EJC as set out in its ToR.

After supporting the principles of delegation in October, the SNEE ICB delegated responsibility for approval of the specific governance arrangements for the EJC to their Chair, Chief Executive and Chair of the Audit Committee. These were approved on 13 November 2025.

HWE ICB are supportive and presenting the proposed transitional governance arrangements (EJC ToR) to its Board on 28 November 2025.

The EJC ToR (Annexe B), also includes a draft work programme setting out the decisions and papers that will be presented to the EJC over the coming months.

The EJC governance framework was developed at pace and provides the foundational arrangements required to discharge ICB functions. The scope of delegated authority to the EJC will evolve over time as the ICBs prepare for the establishment of the proposed Essex ICB from April 2026.

Further work will be undertaken in the coming weeks to consider how transitional arrangements will apply to other committees and functions, including:

- Primary Care
- People Board
- Digital and Data
- Alliances.

MSE, SNEE and HWE ICBs also approved a memorandum of understanding of collaborative working across the East of England, and a Data Sharing Agreement that helps to facilitate data sharing across the region during this time of transition.

3. Findings/Conclusion

The ICB Boards of HWE, MSE, and SNEE have approved the establishment of transitional governance arrangements, recognising the Essex Joint Committee (EJC) as a practical mechanism for joint decision-making across the system.

The proposed governance framework establishes core sub-committees and safeguards the sovereignty of individual ICBs, ensuring decisions do not compromise current-year plans or future commissioning flexibility.

These arrangements provide a foundation for collaborative working ahead of the proposed establishment of an Essex ICB in April 2026. Further development will be required to address other functions and committees in the coming weeks.

4. Recommendation(s)

The Essex Joint Committee is asked to note the final iteration of its terms of reference and proposed workplan.

5. Appendices

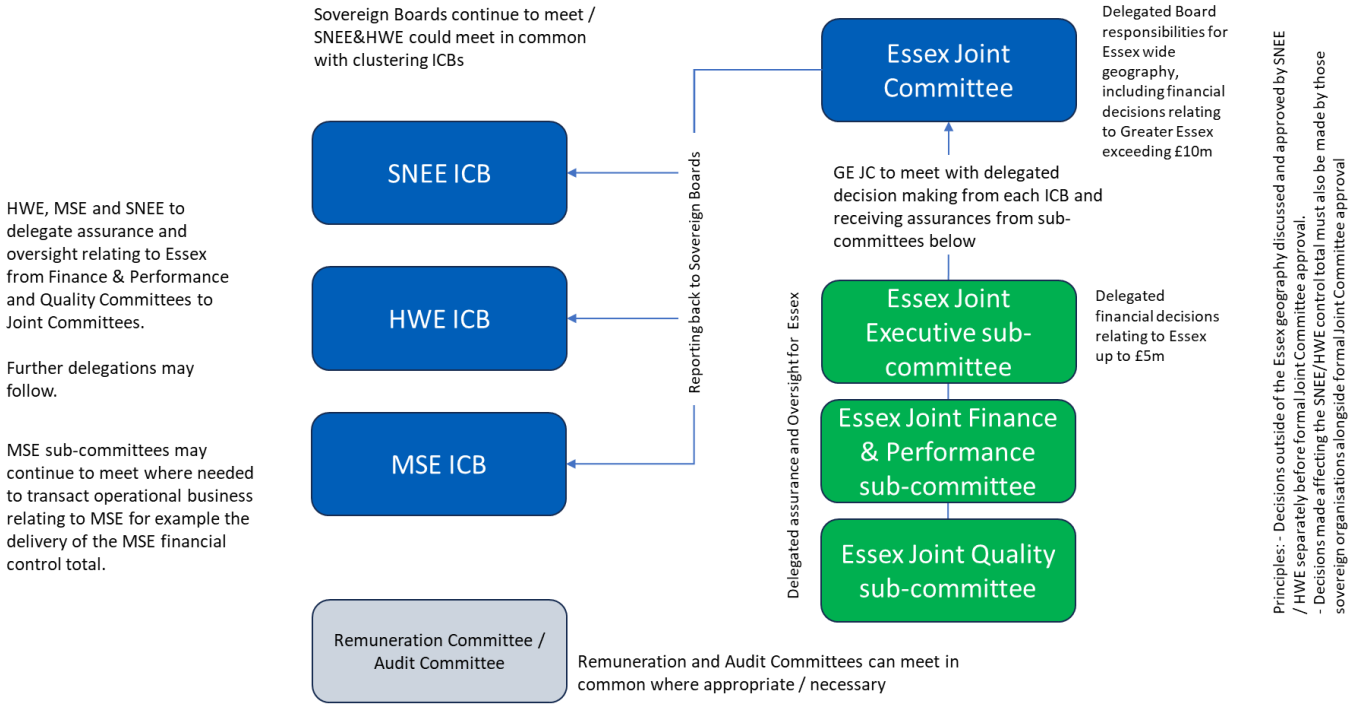
Annexe A – Transitional governance structure

Annexe B - Essex Joint Committee Terms of Reference

Annexe C – Appendix A of the Essex Joint Committee Terms of Reference.

Annexe D – Internal Audit report on transitional governance

Annexe A – Transitional governance structure.



NHS Suffolk and North East Essex Integrated Care Board

NHS Hertfordshire and West Essex Integrated Care Board

NHS Mid and South Essex Integrated Care Board

Annexe B

Essex Joint Committee

Terms of Reference

NHS Mid and South Essex Integrated Care Board

NHS Hertfordshire and West Essex Integrated Care Board

NHS Suffolk and North East Essex Integrated Care Board

Document Control:

Version:	1.0
Status:	Final
Date Ratified by MSE ICB:	16 October 2025
Date Ratified by SNEE ICB:	6 November 2025
Date Ratified by HWE ICB:	Xx November 2025
Effective From:	20 November 2025
Next Review Date	November 2026 only if the proposed Essex ICB is not formed as anticipated.

Version History

Version	Date	Author (Name and Title)	Summary of amendments made
0.1 – 0.9	02/09/25 – 15/10/25	Nicola Adams, Associate Director of Corporate Services, MSEICB	Drafting
0.10 – 0.11	24/10/25	Nicola Adams, Associate Director of Corporate Services, MSEICB	Changes proposed from HWE and Internal Auditors
1.0	13/11/2025	Nicola Adams, Associate Director of Corporate Services, MSEICB	Final version submitted to EJC on 20 November 2025

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1. Background

1.1. From 1 April 2026, it is anticipated that a new Essex Integrated Care Board (ICB) will be established, incorporating the Mid and South Essex (MSE) Integrated Care Board with West Essex (currently part of Hertfordshire and West Essex ICB (HWE)) and North East Essex (currently part of Suffolk and North East Essex ICB (SNEE)). Until 31 March 2026, the three ICBs will retain accountability for planning and commissioning healthcare services for the population within their ICB areas and associated statutory responsibilities. There is an expectation from NHS England that from 1 October 2025, the current ICB constituent elements of the new ICB will be working as Essex as far as possible. Creating an Essex Joint Committee is the vehicle to deliver this.

2. Introduction and Purpose

2.1. MSE, SNEE and HWE ICBs ("the ICBs") have agreed to create a Joint Committee – referred to as the Essex Joint Committee (EJC) - with delegated responsibility for discharging certain commissioning functions across the Essex geography, as outlined in Section 3.3 (scope).

2.2. The primary purpose of the EJC is to enable collaborative decision-making across the three ICBs on services that span the Essex footprint. While the EJC facilitates joint working, each sovereign ICB remains fully accountable for its statutory responsibilities, including the delivery of its agreed 2025/26 financial plans.

2.3. The EJC governance framework is designed to prevent sovereign ICBs from making decisions that could inadvertently bind the proposed future Essex ICB to commissioning commitments it would not otherwise make. Equally, the principles underpinning the EJC protect sovereign ICBs by ensuring that no decisions are taken which would compromise the delivery of their current-year financial plans.

2.4. These arrangements aim to streamline governance and enhance collaboration, while minimising the operational burden on teams involved in decision-making. To support this, meeting agendas will be structured to allow Members to participate only in items relevant to their respective ICBs.

2.5. The EJC will consider decisions that have implications for Essex residents and affect all three ICBs operating within Essex. However, the management of the relevant ICB's sovereign functions for 2025/26 will continue to be overseen by the relevant sovereign ICB Executive Team and Board (or in accordance with the governance arrangements of the relevant ICB).

2.6. Decisions relating solely to MSE, HWE or SNEE ICB, which do not impact the wider Essex geography, will continue to be made through the

sovereign ICB's existing governance arrangements.

2.7. The scope of delegated authority to the EJC may evolve over time, subject to the agreement of all the parties. Current efforts are focussed on establishing a robust governance foundation, which will be refined as progress is made towards the proposed establishment of a single ICB for Essex.

2.8. Appendix A sets the background to the EJC and the governance that underpins the arrangement.

3. Constitution

3.1. In accordance with section 4.7 of the ICBs Constitutions' (under section 65Z5 of the National Health Service Act 2006 (as amended) (the '2006 Act')), the Essex Joint Committee (EJC) is established by the ICBs and is a Committee of their respective Boards. These terms of reference (ToR), which must be published on the ICB website, set out the membership, remit, responsibilities, and reporting arrangements of the EJC and may only be changed with the approval of each ICB Board.

3.2. The EJC is bound by the Standing Orders and other relevant policies of the ICBs.

4. Authority, Functions, and Scope of the Essex Joint Committee

4.1. Authority

4.1.1. The MSE ICB shall act as host of the EJC and thus be responsible for administering EJC business and ensuring it is governed appropriately.

4.1.2. The EJC is authorised by the Boards of the ICBs to take all necessary actions to fulfil the remit described within these terms of reference, through the ICBs delegation of functions to it. The EJC holds only those functions as delegated in these terms of reference, and schemes of reservation and delegation, as determined by their respective Boards.

4.1.3. The Committee is authorised by the Boards to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the sovereign ICBs, within its remit as outlined in these terms of reference.
- Create sub-committees or task and finish groups to discharge the functions delegated to it. The EJC shall determine the membership and terms of reference of any such sub-committees or groups in

accordance with governing articles of the sovereign ICBs, including their standing orders and schemes of reservation and delegation.

4.1.4. At the time of approval of these terms of reference, the following sub-groups have been established:

- Essex Joint Executive sub-committee
- Essex Joint Finance and Performance sub-committee
- Essex Joint Quality sub-committee

4.2. Functions/Purpose of the Essex Joint Committee

4.2.1. The principal function of the EJC is to enable the ICBs to, where appropriate, act collectively in the planning, purchasing, securing and monitoring of services to meet the needs of the population of Essex, as well as represent the Essex area for services commissioned over a larger area.

4.2.2. The functions of the EJC are:

a. Making decisions on the commissioning of Health services within West Essex, North-East Essex or which span the footprint of the proposed Essex ICB.
b. Establishing and approving plans for 2026/27, including the setting out of commissioning intentions for Essex.
c. Working with Local Authorities to establish future health strategies for Essex.
d. Having oversight of ICB functions such as contract management, performance management, quality assurance of commissioned services for West Essex and North East Essex, within the context of the proposed Essex ICB (see also section 5.2 of Appendix A as this may not be immediate and could be affected by the interactions with ICBs and NHSE).
e. Providing assurance to the ICBs Boards on the functions delegated to the EJC.
f. Ensuring joint functions (which have been delegated by the ICBs) are exercised in a simple and efficient way and with appropriate resource.
g. Having oversight of the development of governance arrangements and processes for the establishment of the proposed Essex ICB from April 2026.

4.2.3. Appendix B provides an indicative cycle of business for the EJC outlining the potential decisions required during the period.

4.2.4. It is expected that the arrangements described in these terms of reference will evolve, including bringing further functions within scope over time. For the avoidance of doubt, no party can delegate its functions to the EJC without agreement of all three ICBs.

4.2.5. In supporting the ICBs to discharge their statutory functions and deliver their strategic priorities, the EJC will, in turn, be supporting the Model Integrated Care Board Blueprint and Fit for the future: 10 Year Health Plan for England, along with the achievement of the 'four core purposes' of integrated care systems, namely to:

a. Improve outcome in population health and healthcare.
b. Tackle inequalities in outcomes, experience and access.
c. Enhance productivity and value for money.
d. Help the NHS support broader social and economic development.

4.2.6. Functions that cannot be undertaken by the EJC are listed in Appendix D and are specifically excluded from this delegation arrangement.

4.2.7. The delivery of functions described above will be overseen by the Executive Team of MSE ICB who will act as Senior Responsible Officers for respective areas of business and consequently will work collaboratively with the teams within each ICB to ensure a consistent approach to the delivery of functions in Essex.

4.3. Scope

4.3.1. The EJC is responsible for decision-making in relation to 'Essex Business'. The key areas outlined below set out the key functions of the EJC working within delegation provided by each ICB:

- **2026/27 Planning.** The development of a 5-year Strategy and 5-year Commissioning Plan.
- **Transition to an Essex ICB.** The development and proposal of governance arrangements for the proposed Essex ICB e.g., oversight of due diligence and TUPE arrangements etc.
- **Contract Management.** To have oversight of contract management of services commissioned by the current three ICBs relating to the population Essex
- **Procurement.** To have oversight of services relating to services currently or to be commissioned up to 31 March 2026, in line with the needs of the Essex population.
- **Performance Management.** To have oversight of services currently or to be commissioned up to 31 March 2026 relating to Essex, working with NHS England as described in the Model Region document. This may evolve over time (see also section 5.2 in Appendix A)
- **Quality and Safety.** To receive quality reporting in relation to services provided to the population of Essex.
- **Financial Performance.** Understanding of and shadow reporting on financial performance for Essex in preparation for establishing the Essex ICB from 1 April 2026, reported to the Essex Joint Finance and Performance sub-committee.

4.3.2. In principle decisions pertaining to Essex residents only (e.g. not impacting on the wider geography of HWE and SNEE ICBs) will be taken at the EJC. Where decisions impact areas outside Essex (i.e. the neighbouring ICBs), there will be sufficient engagement with the affected ICBs and according to Schemes of Reservation and Delegation decisions may need to also be taken/ratified within their sovereign organisations. This may be conducted via the relevant Board, Boards in Common or delegated sub-committees.

4.3.3. Given some functions and decisions affecting or pertaining to the population of Essex could be taken by sovereign ICBs, and functions being delegated to the EJC may take some time to embed as governance is established, there is an expectation that the EJC will receive assurances relating to:

- Quality
- Financial Management
- Contract Management
- Performance

4.3.4. Furthermore, the ICBs agree that any procurement, contracting, business case applications or financial decision impacting on the Essex population will not be made in isolation, but in the first instance will have the agreement of the EJC or Chief Executive of MSE ICB.

5. Membership and Attendance

5.1. Membership

5.1.1. The EJC members shall be appointed by the Boards of the ICBs by way of agreement to these terms of reference and delegation of specific functions as set out in the Schemes of Reservation and Delegation and in accordance with the constitution of each respective ICB.

5.1.2. The Boards shall each appoint a minimum of 22 members of the EJC, including at least one non-executive member to ensure non-executive representation from each of the ICBs.

5.1.3. Membership will comprise:

- Chair (MSE ICB Chair)
- Chief Executive Officer, MSE ICB
- Executive Director of Finance and Commercial (Chief Finance Officer), MSE ICB
- Executive Director of Nursing (Chief Nursing Officer), MSE ICB
- Executive Medical Director (Chief Medical Officer), MSE ICB
- Chief Executive Officer, HWE ICB
- Chief Finance Officer, HWE ICB

- Chief Nursing Officer, HWE ICB
- Chief Medical Officer, HWE ICB
- Chief Executive Officer, SNEE ICB
- Chief Finance Officer, SNEE ICB
- Chief Nursing Officer, SNEE ICB
- Chief Medical Officer, SNEE ICB
- Local Authority Representatives (one each from Southend, Essex, Thurrock)
- Primary Care representative/s (one from each HWE, MSE, SNEE)
- Three non-executive members (one from each HWE, MSE, SNEE)

5.1.4. Members will be selected by their respective ICB to ensure there is appropriate representation from all ICBs across the three geographies.

5.1.5. Where a member of the EJC is unable to attend a meeting, a suitable deputy may be agreed with the EJC Chair. The deputy may attend on their behalf and may vote.

5.1.6. There shall be no arrangements in place for proxy voting.

5.2. Chair and Deputy Chair

5.2.1. The EJC will be chaired by the MSE ICB Chair.

5.2.2. The EJC may appoint a deputy Chair from its non-executive members.

5.2.3. In the absence of the Chair or deputy Chair, the remaining members present shall elect one of the remaining non-executive members to chair the meeting.

5.2.4. The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives of the EJC as set out in these terms of reference.

5.3. Attendees

5.3.1. Only members of the EJC have the right to attend committee meetings, however, meetings of the committee may also be attended by the following individuals who are not members of the committee by invitation:

- Additional Non-Executive Members of HWE, MSE or SNEE ICBs
- MSE ICB Executive officers (Executive Director of Strategy, Executive Director of Corporate Services)
- Executive Officers of the ICBs, other than those included in the membership
- Chairs or members of sub-groups established by the EJC as appropriate.
- Expert advisors.

5.3.2. The Chair of the EJC may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of matters.

5.3.3. Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist with its discussions on any matter.

6. Management of the Essex Joint Committee

6.1. Quoracy

6.1.1. For a meeting to be quorate, a minimum of 8 members of the EJC are required including:

- The Chair or Deputy Chair of the EJC
- MSE ICB Chief Executive Officer or MSE ICB Executive Director of Finance and Commercial (Chief Finance Officer)
- MSE ICB Executive Director of Nursing (Chief Nursing Officer) or MSE ICB Executive Medical Director (Chief Medical Officer), acting as a representative providing clinical expertise.
- A second non-executive member
- There must be at least one member representing each of the ICBs of MSE, SNEE and HWE.

6.1.2. If any member of the EJC has been disqualified from participating in an item on the agenda, by reason of a declaration of conflict of interest, then that individual shall no longer count towards the quorum.

6.1.3. A nominated deputy permitted to attend by the EJC Chair will count towards quorum for meetings of the EJC.

6.1.4. If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

6.2. Frequency and Format

6.2.1. The EJC will meet every two months. Meetings will be held in public to reflect the requirements placed on ICBs Board per their constitutions.

6.2.2. Additional meetings (in public) may be arranged, if necessary, similarly additional meetings may be arranged to facilitate seminars or the conduct of business in closed session where not in the public interest to conduct the meeting openly.

6.2.3. The EJC Chair or Board of an ICB may ask the EJC to convene further meetings to discuss business or issues on which they want the Committee's advice/consideration.

6.3. Reporting

6.3.1. The EJC will provide a regular report to each of the ICB Boards. The report will include:

- Key decisions made
- Items to note for individual ICBs
- Items escalated to the JC by Sub-committees

6.3.2. Furthermore, the representatives from each of the ICBs (who are members of the EJC) shall act as representatives of the EJC at their ICB Boards and will take the quarterly report to the ICB Board.

6.4. Arrangements and notice for calling meetings and transacting business

6.4.1. Meetings of the EJC shall be held at regular intervals at such times and places as determined by the Chair.

6.4.2. In normal circumstances, members of the EJC will be given not less than one month's notice in writing of any meetings to be held. However:

- The Chair may call a meeting at any time by giving not less than 14 calendar days' notice in writing.
- One third of the members of the EJC may request the Chair to convene a meeting by notice in writing, specifying the matters which they wish to be considered at the meeting. If the Chair refuses or fails to call a meeting within seven calendar days of such a request being presented, the EJC members signing the requisition may call a meeting by giving not less than 14 calendar days' notice in writing to all members of the EJC specifying the matters to be considered at the meeting.
- In emergency situations the Chair may call a meeting with two calendar days' notice by setting out the reason for the urgency and the decision to be taken (see also section 6.3 below).

6.4.3. A public notice of the time and place of meetings to be held in public (which could be via Microsoft Teams) and how to access the meeting shall be given by posting it electronically on the website of each ICB at least three clear days before the meeting or, if the meeting is convened at shorter notice, then at the time it is convened.

6.4.4. The agenda for each meeting will be drawn up and agreed by the Chair of the meeting.

6.4.5. Except where the emergency provisions apply, supporting papers for all items must be submitted at least seven calendar days before the meeting takes place. The agenda and supporting papers will be circulated to all members of the EJC at least five calendar days before the meeting.

6.4.6. Agendas and papers for the meetings open to the public, including details about meeting dates, times and venues, will be published on the ICBs websites.

6.4.7. Papers presented to the EJC shall be in a consistent format, following a prescribed template. Matters for decision and due process for decision-making shall follow the principles set out in the MSE ICB Decision Making Policy (e.g. use of business case templates and ensuring decisions are made on the basis of established evidence and supporting data).

6.4.8. The Mid and South Essex ICB will host the designate Essex Executive and begin to create structures for the Essex ICB, consequently arrangements for administering the EJC will sit with MSEICB.

6.5. Minutes

6.5.1. The names and roles of all members present shall be recorded in the minutes of the meetings.

6.5.2. The minutes of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be approved by the person presiding at it.

6.5.3. No discussion shall take place upon the minutes except upon their accuracy or where the person presiding over the meeting considers discussion appropriate as matters arising.

6.5.4. Where providing a record of a meeting held in public, the minutes shall be made available to the public.

6.5.5. The minutes of the meeting or a report highlighting the key points and decisions of the meeting will be presented to each ICB Board as part of the quarterly report described in section 5.3.

6.6. Admission of public and the press

6.6.1. In accordance with Public Bodies (Admission to Meetings) Act 1960 meetings of the EJC will be open to the public.

6.6.2. The Chair or EJC may resolve to exclude the public from a meeting or part of a meeting where it would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings or for any other reason permitted by the Public Bodies (Admission to Meetings) Act 1960 as amended or succeeded from time to time.

6.6.3. The person presiding over the meeting shall give such directions as he/she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to

ensure that the EJC's business shall be conducted without interruption and disruption.

6.6.4. As permitted by Section 1 (8) Public Bodies (Admissions to Meetings) Act 1960 as amended from time to time the public may be excluded from a meeting to supress or prevent disorderly conduct or behaviour.

6.6.5. Matters to be dealt with by a meeting following the exclusion of representatives of the press and other members of the public shall be confidential to the members of the EJC.

6.7. Values and Behaviours

6.7.1. Members will be expected to conduct business in line with the values of their ICB and in accordance with the objectives set out herein.

6.7.2. Members will be expected to behave in accordance with the Nolan Principles and Code of Conduct set out including the East of England Leadership Compact.

6.7.3. Members of and those attending the EJC shall behave in accordance with their ICB policies.

6.8. Equality and diversity

6.8.1. Members must demonstrably consider the equality and diversity implications of decisions they make in accordance with the Equality Act 2010.

6.9. Confidentiality

6.9.1. Issues discussed at EJC meetings (not held in public in accordance with provision 5.6.2), including any papers, should be treated as confidential and they may not be shared outside of the meeting unless advised otherwise by the Chair.

6.10. Conflicts of Interest

6.10.1. Conflicts of interest shall be managed in accordance with the Managing Conflicts of Interest Policy of MSE ICB. Members of the EJC will be required to declare any relevant interests in accordance with the MSEICB Conflicts of Interest Policy.

6.10.2. A register of EJC members' interests and those of staff and representatives from other organisations who regularly attend EJC meetings will be produced for each meeting. EJC members will be required to and are responsible for declaring interests relevant to agenda items as soon as they are aware of an actual or potential or perceived conflict. EJC members must consequently comply with the Chair's

decision on the necessary action to manage the interest in accordance with the Policy.

7. Decision Making and Voting Arrangements

7.1. Principles of Decision Making

7.1.1. Each ICB representative shall ensure that its Board is fully appraised of the decisions due to be taken by the EJC in advance of the meeting.

7.2. Voting

7.2.1. The ICBs have agreed to use a collective and collaborative model of decision-making that seeks to find consensus between the ICBs and make decisions based on unanimity as the norm, including working through difficult issues where appropriate.

7.2.2. Consequently, decisions shall be made by consensus wherever possible. When this is not possible the Chair may call a vote. The process for voting, which should be considered a last resort is as follows:

- All members of the EJC who are present at the meeting will be eligible to cast one vote each.
- In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote, but this does not preclude anyone attending by teleconference or other virtual mechanisms from participating in the meeting, including exercising their right to vote if eligible to do so.
- For the sake of clarity, any additional participants and observers will not have voting rights.
- A resolution will be passed if more votes are cast for the resolution than against it.
- The majority will be conclusive on any matter providing quoracy has been reached.
- If an equal number of votes are cast for and against the resolution, then the Chair (or in their absence, the person presiding over the meeting) will have a second and casting vote.
- Should a vote be taken, the outcome of the vote and any dissenting views, must be recorded in the minutes of the meeting.

7.3. Provision for urgent decisions / decisions between scheduled meetings

7.3.1. In the event that a decision is required before the next scheduled meeting, every attempt will be made for an extra-ordinary meeting to be arranged or for the EJC to meet virtually. Where this is not possible or there is

insufficient time to provide 10 working days' notice for members of the public, the following may apply:

7.3.2. The powers which are delegated to the EJC may for an urgent decision be exercised by the EJC Chair and either Designate Chief Executive Officer or Chair from each ICB (i.e. four Members), subject to every effort having been made to consult with as many members as possible in the given circumstances (minimum one other member).

7.3.3. The exercise of such powers shall be reported to the next formal meeting of the EJC for formal ratification. Urgent decisions will also be reported to ICB Boards for oversight.

Appendix A – Governance/Delegation Arrangements

Appendix provided separately

Appendix B – Essex Joint Committee Cycle of Business

Items of business	**13 Oct 2025** (shadow)	**20 Nov 2025**	**22 Jan 2026**	**19 Mar 2026**
Approval of Committee and sub-committee Terms of Reference	X	X		
Board Assurance Framework		X	X	X
Conflicts of Interest	X	X	X	X
Planning				
Commissioning Intentions		Draft (Part II)		X
Integrated Needs Assessment			X	
2026/27 Planning (including financial plan)			X	X
Joint Capital and Workforce Plans				X
Self-assessment against strategic commissioning framework				

Items of business	**13 Oct 2025** (shadow)	**20 Nov 2025**	**22 Jan 2026**	**19 Mar 2026**
Strategies				
Integrated Care Strategy				X
5 Year Strategic Commissioning Plan (including the Joint Forward Plan / Population Health Improvement Plan) Population Health Management Strategy			X	X
Quality Strategy			Draft	X
Digital and Data Strategy			Draft	X
Communications Strategy (Engagement and Co-Production Plan)			Draft	X
Proposed Essex ICB Actions				
Proposed Essex ICB Governance / Transition Update		X	X	X
Proposed Essex ICB Governance: • Constitution • Governance Framework/Handbook (including SoRD) • Committee structure and ToRs • Policies			X	X

Items of business	**13 Oct 2025** (shadow)	**20 Nov 2025**	**22 Jan 2026**	**19 Mar 2026**
Delegation of functions				
Commissioning Decisions				
Integrated Urgent Care (IUC)				
Neurorehabilitation				
Expiring Contracts			X	X
Assurance Items				
Chief Executives Report			X	X
Finance Planning Update / Report			X	X
Quality Report			X	X
Neighbourhood Report (Primary Care / Alliance)			X	X

Appendix C – Sub-Committees of the Essex Joint Committee

	Essex Joint Executive Sub-Committee	Essex Joint Finance and Performance Sub-Committee	Essex Joint Quality Sub-Committee
Membership	• Chief Executive Officer MSE ICB (Chair) • Executive Director of Finance and Commercial (CFO) MSE ICB • Executive Director of Nursing (CNO), MSE ICB • Executive Medical Director (CMO), MSE ICB • Executive Director of Strategy, MSE ICB • Executive Director of Neighbourhood Health (once appointed), MSE ICB • Executive Director of Corporate Services, MSE ICB • West Essex Nominee • North East Essex Nominee	• Non-Executive Member (Chair), MSEICB • Associate Non-Executive Member, MSEICB • Non-Executive Representatives from SNEE/HWE • Chief Executive Officer, MSE ICB • Executive Director of Finance and Commercial (CFO), MSE ICB • Executive Director of Strategy, MSE ICB • Executive Medical Director (CMO), MSE ICB • Executive Director of System Recovery, MSE ICB • Executive Director of Performance and Planning, MSE ICB	• Chair (Non-Executive Member) • Deputy Chair (Associate Non-Executive Member) • Executive Director of Nursing (CNO), MSE ICB • Executive Medical Director (CMO), MSE ICB • Patient Safety Partner (MSE/HWE/SNEE) • MSEFT Chief Nurse/Medical Director • EPUT Chief Nurse/Medical Director • PAH Chief Nurse/Medical Director • ESNEFT Chief Nurse/Medical Director (or appropriate site based deputy) • Essex Community Collaborative Chief Nurse • Primary Care Rep • Senior Healthwatch Rep • Local Authority Partner Reps • Third Sector/Voluntary Director Rep • NHSE Director of Nursing
In attendance (as required)	• Executive Director of Performance and Planning, MSE ICB • Executive Director of System Recovery, MSE ICB • Alliance Directors • Director of Communications and Partnerships, MSE ICB	• CFO EPUT / MSEFT / PAH / ESNEFT • HWE ICB CFO • SNEE CFO	• Members of ICB Quality Teams as required.

Function / Scope	The primary purpose of the committee is to have oversight of, scrutinise and approve (where relating to Essex) business cases (up to £5m); recommend strategic direction for Essex; identify key issues and risks requiring discussion at or action by the EJC, develop governance for a future proposed Essex ICB.	The primary purpose of the committee is to have oversight of financial performance and financial planning (and associated risks), set the medium-term financial and performance plans, scrutinise and approve investment plans between £5m and £10m, and provider regular assurance updates to the EJC and ICB Boards.	The primary purpose of the committee is to scrutinise the robustness of, and provide assurance to the EJC that, there is an effective system of quality governance and internal control across sustainability, high-quality care.
Frequency	Every two weeks	Every two months	Every two months
Quoracy	3 Members, but including the following principles: - Chair/Vice Chair in attendance - Representative of each of HWE, MSE, SNEE (where decisions include NE and W Essex)	5 Members, but including the following principles: - Chair/Vice Chair in attendance - An Executive CFO or deputy in attendance - Representative of each of HWE, MSE, SNEE (where decisions include NE and W Essex).	6 Members, but including the following principles: - Chair/Vice Chair in attendance - Executive Director of Nursing or Executive Medical Officer in attendance - Representative of each of HWE, MSE, SNEE (where decisions include NE and W Essex)
Principles	Where prior approval is required—whether financial, politically sensitive, or strategically significant (e.g. commissioning, decommissioning, alignment of SRPs)—this must be obtained in advance of the paper being submitted to the Joint Executive Sub-Committee from HWE/SNEE. Reporting on North East Essex and West Essex will be facilitated through	Any decisions affecting the future Essex ICB are taken in conjunction with the EJC. Similarly, any decisions affecting the control total of sovereign organisations will be made in conjunction with the sovereign ICBs. Reporting on North East Essex and West Essex will be facilitated through existing reporting mechanisms, with	If any formal escalations are required in relation to Provider organisations we will ensure that the relevant Executive Lead for quality are alerted prior to escalation to the EJC. Reporting on North East Essex and West Essex will be facilitated through existing reporting mechanisms, with outputs shared with the EJC and relevant sub-committees.

	existing reporting mechanisms, with outputs shared with the EJC and relevant sub-committees.	outputs shared with the EJC and relevant sub-committees.	

Appendix D – Functions that cannot be or are conditionally delegated to a Joint Committee

Integrated Care Boards are restricted from delegating certain statutory functions to Joint Committees. These restrictions are outlined in both the Health and Care Act 2022 and the National Health Service (Joint Working and Delegation Arrangements) (England) Regulations 2022, as amended in 2023.

The restrictions are in place to ensure accountability, consistency, and quality in decision-making, particularly for functions that directly affect patient care and system oversight.

The restrictions are outline below to ensure that the Joint Committee do not overstep the scope of its delegation.

1. **Eligibility decisions for NHS Continuing Healthcare (CHC) and NHS-funded Nursing Care (FNC).** Whilst the assessment process can be delegated the final decision must remain with the respective ICB or NHS England.
2. **Review of CHC eligibility decisions** must remain with NHS England and cannot be delegated.
3. **Performance Assessments of ICBs** cannot be delegated and remains with NHS England
4. **Commissioning of Services,** can be delegated conditionally (e.g., under sections 3, 3A and 3B o the NHS Act 2006) to other ICBs, providing governance arrangements are robust.
5. **The joint commissioning of NHSE delegated functions** (i.e., Primary Care Commissioning, including general practice, pharmacy, optometry and dental) with at least one other ICB is permitted. (per Primary Care Delegation Agreement Frequently Asked Questions 29 July 2022, version 2).

NHS Suffolk and North East Essex Integrated Care Board

NHS Hertfordshire and West Essex Integrated Care Board

NHS Mid and South Essex Integrated Care Board

Annexe C

Essex Joint Committee

Terms of Reference

Appendix A

Governance / Delegation Arrangements

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1. Introduction and Purpose

1.1. This Appendix sets the background to the Essex Joint Committee (EJC) and the governance that underpins this collaboration.

1.2. To ensure a smooth transition and avoid commissioning decisions that may not align with the future Essex footprint, it is essential that we begin working collaboratively from October 2025. Early joint planning will help ensure consistency, reduce duplication, and prevent legacy decisions that could create challenges for the new Essex ICB.

1.3. Mid and South Essex ICB will work with North East Essex (currently served by Suffolk and North East Essex ICB) and West Essex (currently served by Hertfordshire and West Essex ICB) to form Essex ICB. Given these complexities the three ICBs covering Essex will not be able to form a 'cluster' as is happening elsewhere in the region and nationally. Thus, there will (in principle) be no joint appointments across the three ICBs (MSE, SNEE and HWE) who will retain a Chair, Chief Executive and their Executive Teams, albeit SNEE and HWE may have joint appointments with their respective neighbouring ICBs.

1.4. SNEE ICB will work collaboratively with Norfolk and Waveney ICB with a single Chair and executive structure ahead of the proposed formation of an ICB covering the Norfolk and Suffolk area. HWE ICB will work collaboratively with both Cambridgeshire & Peterborough ICB and Bedfordshire, Luton and Milton Keynes ICB; maintaining their current Chair and a joint executive structure ahead of the proposed formation of an ICB covering the Central East area.

1.5. The current ICBs will remain legally in place until legislation changes next year, but will start collaborating more closely before then, to improve healthcare planning and delivery across the region. The EJC is therefore the vehicle to shift towards joint decision making across Essex wherever possible, discharging the responsibilities of the ICBs accountable for commissioning in Essex, in preparation for the proposed establishment of a new ICB covering Essex in April 2026.

1.6. The governance enabling the creation of the Committee is the agreement of revisions to the Schemes of Reservation and Delegation of SNEE, HWE and MSE ICBs delegating the responsibilities outlined with the terms of reference to the EJC and its sub-committees. The principles set out within the terms of reference and this appendix will ensure that sufficient assurance is provided to sovereign organisations that the delegated responsibilities for which they remain accountable have been appropriately discharged through the EJC.

1.7. A Memorandum of Understanding and Data Sharing Agreement has also been established across the East of England region to set out principles of collaborative working during the transition period prior to merger in April 2026.

2. Parties to the Essex Joint Committee

2.1. The following ICBs agree to form the Essex Joint Committee:

- NHS Hertfordshire and West Essex Integrated Care Board, The Forum, Marlowes, Hemel Hempstead, Hertfordshire, HP1 1DN
- NHS Mid and South Essex Integrated Care Board, PO Box 6483, Basildon SS14 0UG.
- NHS Suffolk and North East Essex Integrated Care Board, 8 Russell Road, Ipswich, IP1 2BX

2.2. Together the three bodies will be referred to as 'The ICBs'.

3. Statutory Framework

3.1. Under section 65Z5 of the National Health Service Act 2006 (as amended) (the '2006 Act'), the ICB may arrange with another ICB, NHS Trust, NHS Foundation Trust, NHS England, a Local Authority, Combined Authority or any other body prescribed in Regulations, for the ICB's functions to be exercised by or jointly with that body or for the functions of that other body to be exercised by or jointly with the ICB.

3.2. Section 65Z6 permits the organisations to arrange for the functions which are exercisable jointly to be exercised by a joint committee.

3.3. By virtue of the powers described above, and in accordance with each of their constitutional and governance arrangements, the ICBs have formally established the Essex Joint Committee.

4. Role and Principles of the Essex Joint Committee

4.1. The EJC, whose governance arrangements are described in this Appendix, is the collective governance vehicle for joint decision-making by the ICBs in relation to the commissioning of Health services and associated ICB functions in Essex (collectively referred to herein as 'Essex Business').

4.2. It is recognised that existing ICB constructs will have commissioned services for their existing footprint and consequently contracts for the provision of healthcare may relate to both a part of Essex and a geography outside of Essex. The separation of contracts to the new geographies and associated harmonisation of services within a new ICB will be a complex and timely process.

4.3. All ICBs therefore agree that decisions impacting on more than just the Essex area will need to be taken by both the EJC and the sovereign ICB to which the decision will also relate.

4.4. All ICBs agree to share information (protected by an East of England Data Sharing Agreement) and best practice, work collaboratively to identify solutions, eliminate duplication of effort, mitigate risk and reduce cost in alignment with the principles set out in the East of England Collaborative Working Memorandum of Understanding.

4.5. All ICBs agree to ensure compliance with applicable laws and standards including those governing procurement, data protection and freedom of information

4.6. All ICBs agree to have regard to the needs and views of the constituent ICBs and wider ICBs.

5. Authority, Functions, and Scope of the Joint Committee

5.1. Governing articles

5.1.1. The EJC will be governed according to the provisions set out within its terms of reference and this Appendix.

5.1.2. Should there be a situation that is not provided for within the terms of reference or this Appendix, the standing orders of the MSE ICB shall be followed (noting that these are generally mirrored within the other ICB standing orders).

5.1.3. The EJC Chair shall provide final and binding interpretation of these terms of reference and governance arrangements for the EJC. This will include in exceptional circumstances, except where it would contravene any statutory provision or any direction made by the Secretary of State for Health and Social Care or NHS England, suspending provisions of these terms of reference in discussion with at least three other members (ensuring representation from each ICB). Any such decision and its associated reason for doing so shall be recorded in the minutes of the meeting. A separate record of the matters discussed during the suspension shall be kept and presented to the Audit Committees of the ICBs for review of the reasonableness of the decision to suspend those provisions.

5.2. Functions and Scope

5.2.1. The EJC terms of reference sets out the functions, scope and establishment of the Joint Committee and a sub-committee structure of an Executive sub-committee, Finance and Performance sub-committee and Quality sub-committee.

5.2.2. Each ICB will retain its sovereign committee structure, however, with Essex business being conducted through the EJC arrangements, there

may be limited business to conduct within sovereign organisations, particularly MSE. Consequently, sovereign committees may meet very infrequently if needed within MSE and for SNEE and HWE their sovereign committees may also meet in common with their neighbouring ICBs.

5.2.3. Audit Committees and Remunerations Committees will be retained within sovereign organisations, but if necessary, may meet in common.

5.2.4. The functions of the EJC have been explained in section 3.2.2 of the EJC terms of reference. Some functions may take time to embed into the EJC and its committee structures and therefore governance will develop over time for example “Having oversight of ICB functions such as contract management, performance management, and quality assurance of all commissioned services for Essex”.

5.2.5. This function is exercised with recognition of NHS England’s continuing role in certain areas of performance management, particularly where national oversight remains in place. The EJC’s involvement in provider oversight will be phased and proportionate, reflecting the complexity and readiness of individual providers. For example, the Committee may initially take on a more direct role in relation to Princess Alexandra Hospital (PAH), while for other providers such as East Suffolk and North Essex NHS Foundation Trust (ESNEFT), Essex will remain an associate to the lead commissioner. This approach ensures alignment with national frameworks while supporting a locally responsive model of assurance and improvement.

6. Accountability and Reporting

6.1. Accountability

6.1.1. Each ICB retains accountability (as a statutory body) for the discharge of their functions.

6.1.2. The EJC is a committee of each ICB organisation. Through it the ICBs share decision making of delegated functions.

6.2. Indemnity

6.2.1. Each ICB agrees to protect the others from any legal or financial consequences (like lawsuits, costs, claims, losses, etc.) committed by the indemnifying ICB (or its staff, agents, or subcontractors) that arise due to:

- Negligence
- Breach of the terms of reference
- Fraud
- Wilful default

6.2.2. However, this protection does not apply if the loss or claim was directly caused by the actions or negligence of the ICB being indemnified.

6.2.3. Each ICB also agrees to protect the EJC from liability or legal claims that arise from non-criminal, non-fraudulent, and non-reckless actions or omissions made while performing duties under the terms of reference.

6.2.4. This is however limited where the indemnity relates to a commissioning contract, each ICB is only responsible for a proportion of the total indemnity that matches its share or holding in that contract.

6.3. Reporting

6.3.1. The EJC will provide a report to each of the sovereign Boards after its meeting. The report will include:

- Updates on matters discussed at the EJC meeting
- Decisions made by the EJC and its sub-committees
- Performance and Quality

6.3.2. Furthermore, the representatives from each of the sovereign organisations who are members of the EJC shall act as representatives of the EJC at their sovereign Boards.

6.3.3. Reporting to the sub-committees of the EJC and the EJC itself should not be onerous and consequently as a principle ICBs should look to produce reports once, sharing at the relevant meetings as appropriate.

7. Management of the EJC

7.1. Management of Risk

7.1.1. The EJC will receive a Board Assurance Framework relating to Essex, however the direct management of risks will remain with respective ICBs according to schemes of reservation and delegation.

7.1.2. The Essex Joint Executive sub-committee will begin processes to integrate the oversight of and then management of risks pertaining to Essex over time and prior to the creation of the proposed Essex ICB.

7.1.3. Risks may be escalated to the EJC where ICBs consider such matters require addressing by the EJC.

7.2. Petitions

7.2.1. Petitions regarding business transacted by the EJC shall be dealt with in accordance with the arrangements published in the MSE ICB Governance Handbook.

7.3. Variations to the terms of reference/ governance arrangements

7.3.1. Any variation to the terms of reference will only be effective if it is agreed in writing by each ICB and with the consent of NHS England.

7.3.2. All agreed variations must be appended to the terms of reference.

7.4. Disputes

7.4.1. Disputes will initially be discussed at CEO level and if no resolution is reached, the EJC may draw on third party support to assist them in resolving any disputes, such support from NHS England.

Annexe D

NHS Mid and South Essex Integrated Care Board

Review of Transition Governance

November 2025

Final

Executive Summary

Summary

1. In line with every ICB moving to focus on strategic commissioning, NHS England has corresponded with ICB Chief Executives to inform ICB design and support the development of plans to deliver the running cost reduction including the draft Model ICB Blueprint.
2. From 1st April 2026 changes under the NHSE ICB Blueprint document, and supporting documentation, will commence. In preparation for these Mid & South Essex ICB will be working more closely with North Essex, currently part of Suffolk & North Essex ICB and West Essex, currently part of Herts & West Essex ICBs.
3. TIAA was asked by NHS Mid and South Essex ICB to review the proposed Transitional Governance arrangements for Joint Working to 1st April 2026. In particular to consider whether the proposed transitional governance arrangements
   - 3.1 Are sufficiently robust and fit for purpose.
   - 3.2 Safeguard the organisation from binding decisions that could impact them both now and in the future.
4. The review will not consider the ICB's internal arrangements in terms of financial and operational planning, restructure and plans to achieve the reduced running costs.

Conclusion and Recommendations

5. The proposed transitional governance arrangements
   - 5.1 The Essex Joint Committee as per its Terms of Reference, including Appendix A, is in accordance with the legal basis for joint commissioning and working.
   - 5.2 The proposed Risk Management arrangements for the Essex Joint Committee as sufficient for its purposes.
   - 5.3 The Essex Joint Committee Terms of Reference are fit for purpose subject to the minor recommendations made.
   - 5.4 The Mid Essex ICB Scheme of Reservation and Delegation amendments are fit for purpose subject to the minor recommendations made.
6. Minor recommendations were made to improve the documentation.

Detailed Report

1. In line with every ICB moving to focus on strategic commissioning, the NHS England Chief Executive wrote to NHS Leaders on 1st April 2025 highlighting the critical role ICB will play in the future system architecture. Given the NHS financial context there was a necessity of all ICBs reducing their running costs in Q3 2025/26. This has resulted in a number of proposed changes to ICB geographies and a reduction in England from 41 to 27 ICBs.
2. NHS Mid & South Essex ICB ('the ICB') has worked with Suffolk & North Essex (SNEE) and Hertfordshire and West Essex (HWE) to develop a proposal to reconfigure to provide one ICB for the county of Essex. Both SNEE and HWE will split to form other ICBs in the Norfolk & Suffolk and Central East areas. Clustering with MSE ICB is therefore not an option.
3. In order to shift towards joint decision making across Essex wherever possible, discharging the responsibilities of the ICBs accountable for commissioning in Essex, in preparation for the proposed establishment of a new ICB covering Essex in April 2026, establishment of a Joint Executive Committee has been agreed.
4. TIAA was asked by NHS Mid and South Essex ICB to review of the proposed Transitional Governance arrangements for Joint Working to 1st April 2026. In particular to consider whether the proposed transitional governance arrangements:
   4.1. Are sufficiently robust and fit for purpose.
   4.2. Safeguard the organisation from binding decisions that could impact them both now and in the future.

Scope and Limitations of the Review

5. The scope of the review was to consider the transitional governance arrangements for Joint Working only.
6. The review did not conclude on the ICB's internal arrangements for transition nor financial and operational planning, restructure and plans to achieve the reduced running costs.

Approach

7. A desktop review of the information provided was conducted as well as some consideration of the legislative framework and NHSE published documentation, namely:
   7.1. Health and Care Act 2022.
   7.2. NHS (Joint Working and Delegation Arrangements) (England) Regulations 2022, as amended 2023.

Findings

Legislation and NHSE Guidance

8. The following findings were noted:

   8.1. Appendix A (section 3) of the Essex Joint Committee (EJC) Terms of Reference (ToR) covers the legal basis for the agreement and specifically and appropriately references Section 65Z5 and 65Z6 of the NHS (Joint Working and Delegation Arrangements) (England) Regulations 2022, as amended 2023.

   8.2. Appendix A specifies those items that are not to be delegated, Eligibility for NHS Continuing Healthcare and/or NHS Funded Nursing Care, Review of CHC Eligibility decisions and Performance Assessments of ICBs.

   8.3. It also specifies that may conditionally be delegated, Commissioning of Services and Joint Commissioning of NHSE Delegated functions (i.e. Primary Care).

Conclusion 1. **The Essex Joint Committee as per its Terms of Reference, including Appendix A, is in accordance with the legal basis for joint commissioning and working.**

Risk Management

9. The following finding was noted. Section 7 of Appendix A of the EJC ToR covers management of risk. It states that the EJC will receive a Board Assurance Framework relating to Essex, however the direct management of risks will remain with respective ICBs according to schemes of reservation and delegation. The Essex Joint Executive sub-committee will begin processes to integrate the oversight of and then management of risks pertaining to Essex over time and prior to the creation of the proposed Essex ICB.

Conclusion 2. **The proposed Risk Management arrangements for the Essex Joint Committee as sufficient for its purposes.**

Essex Joint Committee Terms of Reference

10. The following findings were noted:

   10.1. The Terms of Reference for the Joint Committee of the Mid & South Essex, Suffolk & North East Essex and Hertfordshire & West Essex have been drafted. They are supported by Appendix A which provides the sets the background to the Essex Joint Committee (EJC) and the governance that underpins that collaboration.

   10.2. The proposal was presented to an Extraordinary Meeting of the Board on 16th October 2025. As per the Assistant Director of Corporate Governance the proposal was approved.

   10.3. The Essex Joint Committee (EJC) Terms of Reference and Appendix A were reviewed. Queries were raised with the Assistant Director of Corporate Governance and resolved. The following recommendations were made as a result:

      10.3.1. General: Include a dotted line from the MSE ICB's Transition Committee to the EJC to ensure the EJC has oversight of any decisions or actions that may impact Essex after 31st March 2026.

      10.3.2. Scope (P8): For the areas of Contract Management, Procurement and Performance Management add the words 'to have oversight of...' in order to be consistent with Quality & Safety and provide clarity on scope.

10.3.3. Quoracy (P11): Amend to that the deputies to count towards quoracy as they have voting rights.

10.3.4. Appendix D, Functions that may not or may only be conditionally delegated to a Joint Committee (P22): Add clarification that 'Primary Care' covers all four primary care areas (ophthalmic, pharmacy, dental and medical).

Conclusion 3. The Essex Joint Committee Terms of Reference are fit for purpose subject to the minor recommendations proposed above.

Mid & South Essex ICB Scheme of Reservation and Delegation

11. The amendments to the Scheme of Reservation and Delegation (SoRD) for establishment of the Joint Committee were reviewed.

12. The Scheme of Reservation and Delegation has been amended to reflect the provisions of the Joint Decision-making as outlined in the Essex Joint Committee (EJC) Terms of Reference. From review a number of queries were raised and resolved. Three main recommendations were made.

12.1. 1. Audit Committee and Remuneration Committee (Pp 5, 7): It is not necessary to add reference to Holding Meetings in Common in the SoRD, so remove the reference in brackets.

12.2. 2. Individual Board Members (Pp 16, 17, 19, 22, 25, 26): 'For the whole of Essex' is not needed so remove the reference in brackets.

12.3. 3. Delegated Limits (P12): Add the following caveat to the wording about delegated limits for sub committees of the EJC 'Which have ongoing impact for Essex after 31.03.26'.

Conclusion 4. The Mid Essex ICB Scheme of Reservation and Delegation amendments are fit for purpose subject to the minor recommendations proposed above. At the time of issuing final report, it was confirmed that the ICB has implemented all recommended changes to the transitional governance documents.

Acknowledgement

13. We are grateful for the co-operation and assistance of the Assistant Director of Corporate Governance.

Disclaimer

This report is strictly confidential and must be handled as such and in accordance with our contract. The opinions expressed within this report have been based on the documents and explanations provided to us. Should further information become available, we reserve the right to modify our opinions where necessary. The report should not be construed as expressing opinions or matters of law, although naturally it reflects our understanding of such matters presented. This report or our work should not be taken as a substitute for management's responsibilities of its practices. Our work should not be relied upon to identify all strengths or weaknesses that may exist.

This report has been prepared on an exception basis and is solely for EEAST's use and must not be reproduced, recited or referred to in whole or in part to third parties without our prior written consent. No responsibility to any third party is accepted as the report has not been prepared, and is not intended, for any other purpose. TIAA neither owes nor accepts any duty of care to any other party who may receive this report and specifically disclaims any liability for loss, damage or expense of whatsoever nature, which is caused by their reliance on our report.

We have no responsibility to update this report for any events or circumstances occurring after the date of this report.

Release of Report

The table below sets out the history of this report:

Stage	Issued	Response Received
Proposal / Terms of Reference:	20th October 2025	20th October 2025
Draft Report:	28th October 2025	10th November 2025
Final Report:	11th November 2025	

Part I Essex Joint Committee Meeting, 20 November 2025

Agenda Number: 5

EJC Sub-Committee Terms of Reference

Summary Report

1. Purpose of Report

To seek approval of the EJC Sub-Committee's terms of reference, thereby creating:

- Essex Joint Executive Committee
- Essex Joint Finance and Performance Committee
- Essex Joint Quality Committee

2. Executive Lead

Tom Abell, Chief Executive Officer

3. Report Author

Nicola Adams, Associate Director of Corporate Services

4. Responsible Committees

The terms of reference of the EJC enables the creation of sub-committees to discharge the functions of the EJC.

5. Link to the ICB's Strategic Objectives

1. Through strict budget management and good decision making, the ICB plans and purchases sustainable services for its population and manages any associated risks of doing so within the financial position agreed with NHS England.
2. Being assured that the healthcare services we strategically commission for our diverse populations are safe and effective, using robust data and insight, and by holding ourselves and partners accountable.
3. To strengthen our role as a strategic commissioner and system leader by using data and clinical insight to make decisions that improve patient outcomes, reduce health inequalities, and deliver joined-up care through meaningful collaboration with partners and communities.
4. Through compassionate and inclusive leadership, consistent engagement and following principles of good governance, deliver the organisational changes required, whilst ensuring staff are supported through the change process and maintaining business as usual services.

6. Impact Assessments

Not applicable.

7. Financial Implications

There are no financial implications to setting up EJC sub-committees.

8. Details of patient or public engagement or consultation

None required. However, the EJC is a meeting held in public thereby ensuring transparency in decision making and keeping the public informed.

9. Conflicts of Interest

None identified.

10. Recommendation/s

The EJC is asked to approve the terms of reference for the Essex Joint Executive Committee, Essex Joint Finance and Performance Committee, and Essex Joint Quality Committee, noting the short transitional period and therefore the need for an accelerated, phased approach. These committees will be critical in providing assurance and shaping governance arrangements to ensure readiness for the establishment of the proposed Essex ICB.

EJC sub-committee Terms of Reference

1. Introduction

Following NHS England's expectation that, from 1 October, the current constituent elements of the proposed new Essex ICB will work together as far as possible, the Boards of Hertfordshire and West Essex (HWE), Mid and South Essex (MSE) and Suffolk and North East Essex Integrated Care Boards (collectively referred to as 'the ICBs') have established the Essex Joint Committee (EJC). The EJC has been formed as a Committee of their Boards in accordance with their Constitutions and as set out within their Schemes of Reservation and Delegation (SoRD).

The purpose of this report is to set out and seek approval for the sub-committee governance arrangements required to enable collaborative working across Essex required to support the EJC in delivering its delegated functions.

2. Main content of Report

Governance and Accountability (principles of collaborative working)

The EJC and its sub-committees operate on the principle of collaborative decision-making to enable effective system-wide governance while safeguarding the sovereignty of each ICB. Decisions are taken at the EJC or relevant sub-committee only where they pertain to Essex residents and do not impact the wider geography of HWE or SNEE. Where decisions have cross-boundary implications, they must also be ratified through the governance structures of the affected sovereign ICBs. This approach ensures transparency, protects statutory accountabilities, and maintains compliance with each organisation's Constitution, Standing Orders and SoRDs. Be embedding these principles, the committees promote shared responsibility and alignment on strategic priorities while preserving the autonomy and legal obligations of each ICB.

The EJC will retain overall accountability for the work of its sub-committees, which will report regularly to the EJC on progress, decisions, and risks.

Membership and Quoracy

Membership of each sub-committee has been designed to ensure appropriate expertise and representation from across the Essex system, including Executive and Non-Executive Members, clinical leaders, and partner representatives. Quoracy requirements are clearly defined within each ToR to safeguard decision-making integrity, including representation from all three ICBs where decisions have cross-boundary implications. Deputies may attend with prior agreement to maintain continuity and ensure timely business is transacted. Experts and partners can also be invited to attend to support the committees.

The establishment of three key committees is proposed as follows:

Essex Joint Executive Committee

The Executive Committee provides operational oversight and assurance to the EJC on the delivery of delegated functions and strategic objectives across Essex. Its core purpose is to ensure effective coordination of programmes, strategic alignment, and

robust decision-making to prepare for the establishment of the proposed Essex ICB. The Committee aims to empower leadership teams, manage corporate risks, and oversee regulatory compliance while setting the standard for collaborative working across the system. It supports the EJC be reviewing business cases, advising on strategic direction, and escalating key risks. The Committee has delegated authority to approve investments and procurements within its financial limits of up to £5million, in line with the Schemes of Reservation and Delegation (SoRD)

The Committee will meet fortnightly and comprises members of the Executive who will become the Executive of the proposed ICB, alongside Alliance Directors from HWE and SNEE.

Essex Joint Finance and Performance Committee

The Finance and Performance Committee is responsible for overseeing financial sustainability and performance delivery across Essex, ensuring resources are used effectively to meet national targets and where appropriate system balance. Its purpose is to provide assurance on financial planning, monitoring, and recovery programmes (where appropriate), as well as scrutinising performance against agreed objectives. The Committee supports the EJC by conducting deep dives into financial and performance issues, monitoring risks and recommending medium and long-term financial strategies. It also oversees procurement and contracting activity to ensure compliance and best value. The Committee has delegated authority to approve investments and procurements within its financial limits of between £5million and £10million, as specified in the SoRD.

The Committee will meet every other month and comprises Non-Executive Membership across the ICBs as well as key members of the Executive responsible for financial management.

Essex Joint Quality Committee

The Quality Committee exists to assure the EJC that systems and processes are in place to deliver safe, effective, and high-quality care across Essex. Its core purpose is to scrutinise quality governance arrangements, monitor compliance with statutory requirements, and oversee improvement programmes that enhance patient safety, experience and outcomes. The Committee aims to identify risks, review the thematic learning, and ensure that quality priorities are embedded within strategic plans. It supports the EJC by providing assurance on regulatory compliance, safeguarding, and quality impact assessments, while escalating significant risks and issues. The Committee has delegated authority to endorse policies and procedures relating to quality and safety for recommendation to the new ICB but does not hold financial approval limits.

The Committee will meet every other month and comprises both Non-Executive and Executive Membership with a focus on patient representation via primary care, Healthwatch and patient safety partners.

Implementation Approach

While the committees will be formally established following approval, they will not operate at full capacity immediately. Transitioning to a fully integrated Essex approach will be progressive, reflecting the need to bring staff together, align processes, and organise reporting so that we can build a comprehensive view of the

Essex system. To avoid duplication and unnecessary burden, the committees will seek to utilise existing reports and intelligence wherever possible, which may mean that early reporting is somewhat fragmented as we adapt. Over time, these arrangements will mature, enabling consistent and streamlined oversight. Importantly, all committees will play a pivotal role in shaping and overseeing the development of governance and operational arrangements in preparation for the establishment of the proposed Essex ICB in April.

Risk and Mitigation

The establishment of these committees introduces potential risks, including duplication of effort, delays in reporting, and resource constraints during the transition period. To mitigate these risks, the committees will adopt a phased approach to implementation, prioritising the use of existing reports and intelligence to minimise additional workload. Governance arrangements will remain flexible to adapt to emerging requirements, and escalation routes to the EJC are in place to address any issues of non-compliance or delivery failure promptly.

Next Steps and Timeline

Following approval of the ToRs, the Committees will be constituted immediately. Given the limited transition period to April 2026, the focus will be on alignment of reporting processes and prioritisation of key assurance areas to support the EJC. While full integration will take time, the committees will progressively mature during this period, ensuring that governance arrangements are robust and ready for handover to the proposed new Essex ICB in April.

3. Findings/Conclusion

The establishment of these sub-committees marks a critical step in the strengthening collaborative governance across Essex and ensuring readiness for the proposed new ICB in April. While the transition period is short, the phased approach will enable rapid alignment of processes and reporting without duplicating effort, supported by clear principles that protect the sovereignty of each ICB. Approval of the ToR will provide the framework for effective decision-making, assurance, and oversight during this pivotal period.

4. Recommendation(s)

The EJC is asked to approve the terms of reference for the Essex Joint Executive Committee, Essex Joint Finance and Performance Committee, and Essex Joint Quality Committee, noting the short transitional period and therefore the need for an accelerated, phased approach. These committees will be critical in providing assurance and shaping governance arrangements to ensure readiness for the establishment of the proposed Essex ICB.

5. Appendices

Appendix A – Essex Joint Executive Committee ToR

Appendix B – Essex Joint Finance and Performance Committee ToR

Appendix C – Essex Joint Quality Committee ToR

Appendix A

Essex Joint Committee

Essex Joint Executive sub-committee

Terms of Reference

1. Constitution

1.1 The Boards of Hertfordshire and West Essex (HWE) Integrated Care Board (ICB), Mid and South Essex (MSE) ICB, and Suffolk and North East Essex (SNEE) ICB (collectively known as 'the ICBs') established the Essex Joint Committee (EJC) as a Committee of their Boards in accordance with their Constitutions.

1.2 The EJC has established the Essex Joint Executive sub-committee (the Committee) in accordance with its terms of reference and associated delegation from the respective ICBs.

1.3 These Terms of Reference (ToR), which must be published on the ICB websites, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the EJC.

1.4 The Committee is an executive committee of the EJC and its members are bound by the Standing Orders and other policies of the ICBs.

2. Authority

2.1 The Committee is a formal committee of the EJC, which has delegated authority to the Committee as set out in this ToR and the Schemes of Reservation and Delegation (SORD) of the ICBs. The Committee holds only those powers as delegated in these TOR as determined by the EJC.

2.2 The primary purpose of the EJC and its sub-committees is to enable collaborative decision-making across Essex and support the establishment of the proposed ICB. The management of the relevant ICB's sovereign functions for 2025/26 will continue to be overseen by the relevant sovereign ICB Executive Team and Board.

2.3 In principle decisions pertaining to Essex residents only (e.g. not impacting on the wider geography of HWE and SNEE ICBs) will be taken at the EJC or relevant sub-committee. Where decisions also impact areas outside of Essex, it will be necessary to also make those decision at each affected sovereign Board/sib-committee.

2.4 The Committee is authorised by the EJC to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the ICBs (who are directed to co-operate with any request made

by the Committee) within its remit as outlined in these ToR.

- Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee's members, to support the discharge of their duties. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitutions, standing orders and SoRDs but may/ not delegate any decisions to such groups.
- Establish sub-committees to support the discharge of relevant or related functions.

2.3 At the point of approval of these ToR (November 2025) the Committee has not established any such groups.

2.4 For the avoidance of doubt, the Committee will comply with the ICBs Standing Orders, Standing Financial Instructions, and the SoRDs.

3. Purpose

3.1 The purpose of the Committee is to provide oversight and assurance to the EJC regarding the operational management of the functions delegated to it by the ICBs and delivery of its strategic objectives by:

- Having objective oversight and scrutiny of proposed business cases / decisions, whilst preparing for operation across an Essex geography
- Recommending strategic direction
- Robust decision making (approval of/providing support for investment /disinvestment/decommissioning decisions in line with the ICBs SoRDs e.g., up to £5m)
- Identify key issues and risks requiring discussion or escalation to the EJC

3.2 The duties of the Committee will be driven by the EJC's objectives and the associated risks.

4. Membership and attendance

Membership

4.1 The Committee members shall be appointed by the EJC in accordance with its ToR and the Constitutions of the ICBs.

4.2 The EJC will appoint no fewer than 9 members of the Committee who shall directly report to the Chief Executive Officer of MSEICB.

4.3 Membership will comprise:

- Chief Executive Officer, MSEICB (Chair)
- Executive Director of Finance and Commercial, MSEICB
- Executive Director of Nursing, MSEICB
- Executive Medical Director, MSEICB
- Executive Director of Strategy, MSEICB
- Executive Director of Neighborhood Health, MSEICB

- Executive Director of Corporate Services, MSEICB
- West Essex Nominee, HWEICB
- North East Essex Nominee, SNEEICB

4.4 Where a member of the Committee is unable to attend a meeting, a suitable deputy may be agreed with the Committee Chair. The deputy may vote on behalf of the absent Committee member.

Chair and Deputy chair

4.5 The Chair of the Committee will be the Chief Executive Officer, appointed by the Chair of the EJC.

4.6 The Chair of the Committee may appoint a Deputy Chair of the Committee from amongst its members.

4.7 In the absence of the Chair, or Deputy Chair, the remaining members present shall elect one of their number to Chair the meeting.

4.8 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

Attendees

4.9 Only members of the Committee have the right to attend Committee meetings, however, meetings of the Committee may also be attended (by invitation only) by the following individuals who are not members of the Committee:

- Executive Director of Performance and Planning, MSEICB
- Executive Director of System Recovery, MSEICB
- Alliance Directors
- Director of Communications and Engagement, MSEICB

4.10 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from health partners.

4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5. Meetings Quoracy and Decisions

5.1 The Committee is not a meeting held in public.

5.2 The Committee will meet every two weeks subject to there being necessary business to transact and arrangements.

5.3 The EJC or Chair may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

5.4 In accordance with the Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

5.5 For a meeting to be quorate a minimum of 3 Members of the Committee are required, including the Chair or Deputy Chair of the Committee, and a representative from each of HWE, MSE and SNEE where decisions made cut across the sovereign footprints of the ICBs.

5.6 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

5.7 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

5.8 Decisions will be taken in according with the ICBs Standing Orders and recorded in a decision log. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

5.9 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

5.10 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

5.11 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis by telephone, email or other electronic communication.

5.12 Any decisions affecting the future of services in Essex are taken in conjunction with the Committee. Similarly, any decision affecting the control total of sovereign organisations will be made in conjunction with the sovereign ICBs and require approval through the governance of each ICB.

Urgent Decisions

5.13 In the event that an urgent decision is required, every attempt will be made for the Committee to meet virtually (either via email, video or conference call). Where this is not possible an urgent decision may be exercised by the Committee Chair alongside two other members to reach a quorate decision (as defined in 5.5 above).

5.14 The exercise of such powers shall be reported to the next formal meeting of the Committee for ratification.

6. Responsibilities of the Committee

6.1 To ensure appropriate multi-professional diligence, scrutiny, and strategic alignment over the operation of the EJC and the delivery of its objectives, the responsibilities of the committee are:

- To ensure our people our empowered to deliver the projects and programmes that support the achievement of objectives.
- To be responsible for the Equality, Diversity, Inclusion and belonging agenda, ensuring compliance with legislation and best practice, and creating an inclusive

culture.

- To support and contribute to financial sustainability through robust decision making as delegated through the SORD.
- To ensure consistent message across the ICBs in relation to strategic direction.
- Review and collective ownership of finance, quality, performance, and operations ahead of formal scrutiny by EJC sub-committees.
- To oversee and own the corporate risk register ensuring it is regularly updated and actions are being taken to address identified risks.
- To provide advice, guidance and clear decision making to the Senior Leadership team.
- To support the EJC and other sub-committees to discharge their responsibilities effectively.
- To set the standard and example for matrix working
- To oversee the response to regulatory review (e.g., NHSE, CQC).
- To consider for approval investments and procurements within its delegated financial limits (up to £5m).
- To oversee and direct preparations for the establishment of the proposed Essex ICB.

7. Behaviours and Conduct

Values

7.1 Members will be expected to conduct business in line with the ICBs values, objectives and Code of Conduct set out including the East of England Leadership Compact.

7.2 Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitutions, Standing Orders, and Standards of Business Conduct Policies.

Equality and diversity

7.3 Members must demonstrably consider the equality and diversity implications of decisions they make in accordance with the equality impact assessment process established by the MSEICB.

Conflicts of Interest

7.4 Members of the Committee will be required to declare any relevant interests to the EJC in accordance with the ICB's Conflicts of Interest Policies.

7.5 A register of Committee members' interests and those of staff and representatives from other organisations who regularly attend Committee meetings will be produced for each meeting. Committee members will be required to declare interests relevant to agenda items as soon as they are aware of an actual or potential conflict so that the Committee Chair can decide on the necessary action to manage the interest in accordance with the Policy.

Confidentiality

7.6 Issues discussed at Committee meetings, including any papers, should be treated as confidential and may not be shared outside of the meeting unless advised otherwise

by the Chair.

Policies and procedures

7.7 The policies and procedures approved as the sponsoring committee for those associated with its remit of work in preparation for establishment of the proposed ICB across Essex, shall be reported to the EJC.

8. Accountability and reporting

8.1 The Committee is accountable to the EJC and shall report to the EJC on how it discharges its responsibilities. The Chair of the Committee will be accountable to the Chair of the EJC for the conduct of the committee.

8.2 The Committee will escalate issues of continued non-compliance / non-delivery of expected plans to the EJC as necessary.

8.3 The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement where appropriate.

8.4 Regular reports on the business of the Committee will be submitted to the EJC for assurance.

8.5 The Chair of the Committee may be invited to attend the EJC as requested by the Chair of the EJC

8.6 The decisions of the meetings, including any virtual meetings, shall be formally recorded by the secretary, and submitted to the EJC in accordance with the Standing Orders.

8.7 The Committee Chair and Executive Lead will provide assurance reports to the EJC at each meeting and shall draw to the attention of the EJC any issues that require disclosure to the EJC or require action

9. Secretariat and Administration

9.1 The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- Records of members' appointments and renewal dates are maintained, and the EJC is prompted to renew membership and identify new members where necessary.
- Notes of the meeting are taken (the meeting will not be formally minuted), but a robust register of decisions will be maintained, and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept, in accordance with the standing orders.

- The Chair is supported to prepare and deliver reports to the EJC.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored.

10. Review

10.1 The Committee will consider its effectiveness prior to handover to the proposed ICB, expected in April 2026, which will feed into the annual Governance Statement of the ICBs.

10.2 These terms of reference will be reviewed as and when required. Any proposed amendments to the terms of reference will be submitted to the EJC for approval.

10.3 The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Date of approval: XXX

Date of review: XXX

Appendix B

Essex Joint Committee

Essex Joint Finance and Performance sub-committee

Terms of Reference

1. Constitution

1.1 The Boards of Hertfordshire and West Essex (HWE) Integrated Care Board (ICB), Mid and South Essex (MSE) ICB, and Suffolk and North East Essex (SNEE) ICB (collectively known as 'the ICBs') established the Essex Joint Committee (EJC) as a Committee of their Boards in accordance with their Constitutions.

1.2 The EJC has established the Essex Joint Finance and Performance sub-committee (the Committee) in accordance with its terms of reference and associated delegation from the respective ICBs.

1.3 These Terms of Reference (ToR), which must be published on the ICB websites, set out the membership, the remit, responsibilities, and reporting arrangements of the Committee and may only be changed with the approval of the EJC.

1.4 The Committee is a sub-committee of the EJC and its members are bound by the Standing Orders and other policies of the ICBs.

2. Authority

2.1 The Committee is a formal committee of the EJC, which has delegated authority from the ICBs, details of which are set out in this ToR and the Schemes of Reservation and Delegation (SoRD) of the ICBs. The Committee holds only those powers as delegated in these Terms of Reference as determined by the EJC.

2.2 The primary purpose of the EJC and its sub-committees is to enable collaborative decision-making across Essex and support the establishment of the proposed ICB. The management of the relevant ICB's sovereign functions for 2025/26 will continue to be overseen by the relevant sovereign ICB Executive Team and Board.

2.3 In principle decisions pertaining to Essex residents only (e.g. not impacting on the wider geography of HWE and SNEE ICBs) will be taken at the EJC or relevant sub-committee. Where decisions also impact areas outside of Essex, it will be necessary to also make those decisions at each affected sovereign Board/sub-committee.

2.4 The Committee is authorised by the EJC to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the ICBs (who are directed to co-operate with any request made

by the Committee) within its remit as outlined in these ToR.

- Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee's members, to support the discharge of their duties. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitutions, standing orders and SoRDs but may not delegate any decisions to such groups.
- Establish sub-committees to support the discharge of relevant or related functions.

2.5 At the point of approval of these terms of reference (November 2025) the Committee has not established any such groups.

2.4 For the avoidance of doubt, the Committee will comply with the ICBs Standing Orders, Standing Financial Instructions, and the SoRDs.

3. Purpose

3.1 To oversee the delivery finance and performance national targets and objectives, ensuring the effective and efficient use of resources, whilst working towards/delivering financial balance.

3.2 The Committee will contribute to the overall delivery of EJC objectives through the oversight and assurance of:

1. Finance and performance planning.
2. Finance and performance monitoring, including deep dives where appropriate.
3. Medium-term financial and performance planning.
4. Providing regular assurance updates to the EJC and ICBs Boards.
5. Robust decision making (approval of/providing support for investment/ disinvestment/decommissioning decisions in line with the ICBs SoRDs e.g., between £5m and £10m)

4. Membership and attendance

Membership

4.1 The Committee members shall be appointed by the EJC in accordance with its TOR and the Constitutions of the ICBs.

4.2 The EJC will appoint no fewer than 10 members of the Committee, including at least one independent Non-Executive Member of the MSE ICB Board, based on their specific knowledge, skills, and experience. Other members of the Committee need not be members of the EJC.

4.3 Membership will comprise:

- Non-Executive Member (Chair), MSEICB
- An Associate Non-Executive Member, MSEICB
- Non-Executive Member Representatives from HWE ICB and SNEE ICB
- Chief Executive Officer, MSE ICB

- Executive Director of Finance and Commercial, MSEICB
- Executive Director of Strategy, MSEICB
- Executive Medical Director, MSEICB
- Executive Director of System Recovery, MSEICB
- Executive Director of Performance and Planning, MSEICB

4.4 Where a member of the Committee is unable to attend a meeting, a suitable deputy may be agreed with the Committee Chair. The deputy may vote on behalf of the absent Committee member.

Chair and Deputy chair

4.5 The Committee will be chaired by a Non-Executive Member with the relevant skills and experience to chair the Committee, appointed by the Chair of the EJC.

4.6 The Committee may appoint a Deputy Chair of the Committee from amongst its members.

4.7 In the absence of the Chair, or Deputy Chair, the remaining members present shall elect one of their number to Chair the meeting.

4.8 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these terms of reference.

Attendees

4.9 Only members of the Committee have the right to attend Committee meetings, however meetings of the Committee may also be attended (by invitation only) by the following individuals who are not members of the Committee:

- Executive Chief Finance Officer, MSEFT (or nominated Deputy)
- Executive Chief Finance Officer, EPUT (or nominated Deputy)
- Executive Chief Finance Officer, PAH (or nominated Deputy)
- Executive Chief Finance Officer, ESNEFT (or nominated Deputy)
- Chief Finance Officer (proposed Central East Designate)
- Chief Finance Officer (proposed Suffolk & Norfolk Designate)
- Other Finance officers as required

4.10 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any matter including representatives from health partners.

4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of matters.

5. Meetings Quoracy and Decisions

5.1 The Committee is not a meeting held in public.

5.2 The Committee will meet at least 3 times; arrangements and notice for calling meetings are set out in the ICBs Standing Orders. Meetings will be planned every

two months subject to there being necessary business to transact. Additional meetings may take place as required.

5.3 The EJC, Chair or Chief Executive Officer may ask the Committee to convene further meetings to discuss issues on which they want the Committee's advice.

5.4 In accordance with the ICBs Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

5.4 For a meeting to be quorate a minimum of 5 Members of the Committee are required, including the Chair or Deputy Chair of the Committee, the Executive Chief Finance Officer or their representative and providing a representative from each of HWE, MSE and SNEE are present where decisions being made cut across the sovereign footprints of the ICBs.

5.5 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

5.6 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

5.7 Decisions will be taken in according with the ICBs Standing Orders and recorded within the Committee minutes. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

5.8 Only members of the Committee or their nominated deputy may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

5.9 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

5.10 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis by telephone, email, or other electronic communication.

5.11 Any decisions affecting the future of services in Essex are taken in conjunction with the Committee. Similarly, any decision affecting the control total of sovereign organisations will be made in conjunction with the sovereign ICBs and require approval through the governance of each ICB.

Urgent Decisions

5.11 In the event that an urgent decision is required, every attempt will be made for the Committee to meet virtually, via video conference facilities. Where this is not possible decisions should be achieved through email to all members of the committee to capture a transparent audit trail.

5.12 Where this is not possible an urgent decision may be exercised by the Committee Chair and relevant lead director subject to every effort having been made to consult

with as many members as possible in the given circumstances (minimum of one other member) and all ICBs having been fully consulted.

5.13 The exercise of such powers known as 'Chairs Action' shall be reported to the next formal meeting of the Committee for ratification.

6. Responsibilities of the Committee

6.1 Where responsibilities listed below relate to the control total of a sovereign organisation, the Committee will only consider those matters pertaining to MSE. These items will be scheduled at the end of the meeting to allow members from sovereign organisations to leave once business no longer concerns their remit. In addition, where guidance is issued by NHS England that clarify the ICBs position regarding system control totals, the ToR of the Committee will be flexed accordingly. The Committee's duties can be categorised as follows:

6.1.1 National framework:

- To advise the EJC on any changes to NHS and non-NHS funding regimes and consider how the funding available to the future ICB can be best used to achieve the best outcomes for the local population.
- To receive assurance that the required preparatory work is scheduled to meet national planning timelines.

6.1.2 Financial monitoring information

- To oversee the development of financial and activity modelling to support the proposed ICB priority areas.
- To recommend to the EJC a medium and long-term financial plan covering Essex which demonstrates ongoing value and recovery.
- To develop an understanding of the cost profile across Essex.
- To ensure the appropriate information is available to manage financial issues, risks, and opportunities across Essex.
- To agree key outcomes to assess delivery of the proposed ICBs financial strategy (including any financial recovery programme).
- To monitor and report to the EJC key service performance which should be considered when assessing the financial position.

6.1.3 Performance:

- To receive contract performance reports (covering contract management, activity, cost, and quality) for commissioning expenditure relating to Essex.
- To review assurance on performance against the delivery of plans and national targets.
- To agree key outcomes to assess delivery of the proposed ICB financial strategy.
- To monitor and report to the EJC key service performance which should be considered when assessing the financial position.

6.1.4 Board Assurance Framework:

- Review and monitor those risks on the BAF and Corporate Risk Register which relate to finance and performance and ensure the EJC is kept informed

of significant risks and mitigation plans, in a timely manner.

6.1.5 Investment & Procurement with both revenue and capital implications:

- To oversee procurement and contracting activity (business cases / service proposals) relating to Essex, providing assurance to the EJC that these activities have been conducted in a manner that meets the legal, statutory, regulator and other obligations of the ICB whilst also delivering best value for patients and taxpayers.
- The committee will consider for approval investments and procurements within its delegated financial limits (between £5m to £10m).
- To review procurement outcomes and approve the award of contracts and/or make recommendations to the EJC, in accordance with the ICBs Scheme of Reservation and Delegation.
- To review and monitor the procurement programme and pipeline in line with the proposed ICB Commissioning Intentions.
- To review lessons learned from procurements and recommend changes to practice and procedures where necessary.

6.2 The Committee has delegated authority via the Scheme of Reservation and Delegation to make decisions in respect of the following:

- Endorsing policies and procedures relating to finance, contracting and performance for recommendation to the proposed new ICB on its establishment.
- Approving business cases / financial spend up to the limits specified in the detailed delegated financial limits within the Schemes of Reservation and Delegation (between £5m to £10m).

7. Behaviours and Conduct

Values

7.1 Members will be expected to conduct business in line with the ICBs values, objectives, the Nolan Principles and the Code of Conduct set out including the East of England Leadership Compact.

7.2 Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitutions, Standing Orders, and Standards of Business Conduct Policies.

Equality and diversity

7.3 Members must demonstrably consider the equality and diversity implications of decisions they make in accordance with the equality impact assessment process established by the MSEICB.

Conflicts of Interest

7.4 Members of the Committee will be required to declare any relevant interests to the EJC in accordance with the ICB's Conflicts of Interest Policies.

7.5 A register of Committee members' interests and those of staff and representatives from other organisations who regularly attend Committee meetings will be produced

for each meeting. Committee members will be required to and are responsible for declaring interests relevant to agenda items as soon as they are aware of an actual or potential conflict. Committee members must consequently comply with the Committee Chair's decision on the necessary action to manage the interest in accordance with the ICBs Conflict of Interest Policies.

Confidentiality

7.6 Issues discussed at Committee meetings, including any papers, should be treated as confidential and may not be shared outside of the meeting unless advised otherwise by the Chair.

Policies and procedures

7.7 The policies and procedures approved as the sponsoring committee for those associated with its remit of work in preparation for establishment of the proposed ICB across Essex, shall be reported to the EJC.

8. Accountability and reporting

8.1 The Committee is accountable to the EJC and shall report to the EJC on how it discharges its responsibilities. The Chair of the Committee will be accountable to the Chair of the EJC for the conduct of the committee.

8.2 The Committee will escalate issues of continued non-compliance or non-delivery of expected plans to the EJC as necessary.

8.3 The Committee will advise the Audit Committee on the adequacy of assurance available and contribute to the Annual Governance Statement where appropriate.

8.4 Regular reports on the delivery of plans will be submitted to the EJC for assurance.

8.5 The Chair of the committee may be invited to attend the EJC as requested by the Chair of the EJC.

8.7 The minutes of the meetings, including any virtual meetings, shall be formally recorded by the secretary, and submitted to the EJC in accordance with the Standing Orders. It is noted that commercially sensitive or other confidential / sensitive information may be noted in the meeting that cannot be reflected in minutes that are available to the public (i.e., submitted to the public EJC meetings). Where this is the case, those items will be minuted 'confidentially', and a note made within the minutes of this fact. Confidential minutes are then reported to the Part II confidential meeting of the EJC.

8.8 The Committee Chair will provide assurance reports to the EJC at each meeting and shall draw to the attention of the EJC any issues that require disclosure to the EJC or require action.

9. Secretariat and Administration

9.1 The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- Records of members' appointments and renewal dates are maintained, and the EJC is prompted to renew membership and identify new members where necessary.
- Good quality minutes are taken in accordance with the standing orders, including a record of all decisions, and agreed with the chair and that a record of matters arising, action points and issues to be carried forward are kept.
- The Chair is supported to prepare and deliver reports to the EJC.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored.

10. Review

10.1 The Committee will consider its effectiveness prior to handover to the proposed ICB, expected in April 2026, which will feed into the annual Governance Statement of the ICBs.

10.2 These terms of reference will be reviewed as and when required. Any proposed amendments to the terms of reference will be submitted to the EJC for approval.

10.3 The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Date of Board approval: XXX

Date of review: XXX

Appendix C

Essex Joint Committee

Essex Joint Quality sub-committee

Terms of Reference

1 Constitution

1.1 The Boards of Hertfordshire and West Essex (HWE) Integrated Care Board (ICB), Mid and South Essex (MSE) ICB, and Suffolk and North East Essex (SNEE) ICB (collectively known as 'the ICBs') established the Essex Joint Committee (EJC) as a Committee of their Boards in accordance with their Constitutions.

1.2 The EJC has established the Essex Joint Quality sub-committee (the Committee) in accordance with its terms of reference (ToR) and associated delegation from the respective ICBs.

1.3 These ToR, which must be published on the ICB websites, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the EJC.

1.4 The Committee is a non-executive committee of the EJC and its members are bound by the Standing Orders and other policies of the ICB.

2 Authority

2.1 The Committee is a formal committee of the EJC, which has delegated authority to the Committee as set out in this ToR and the Schemes of Reservation and Delegation (SORD) of the ICBs. The Committee holds only those powers as delegated in these TOR as determined by the EJC.

2.2 The primary purpose of the EJC and its sub-committees is to enable collaborative decision-making across Essex and support the establishment of the proposed ICB. The management of the relevant ICB's sovereign functions for 2025/26 will continue to be overseen by the relevant sovereign ICB Executive Team and Board.

2.3 In principle matters pertaining to Essex residents only (e.g. not impacting on the wider geography of HWE and SNEE ICBs) will be taken at the EJC or relevant sub-committee. Where matters also impact areas outside of Essex, it will be necessary to also take those matters to each affected sovereign Board/sub-committee.

2.4 The Committee is authorised by the EJC to:

- Investigate any activity within its terms of reference.
- Seek any information it requires within its remit, from any employee or member of the ICBs (who are directed to co-operate with any request made by the Committee) within its remit as outlined in these ToR.

- Create task and finish sub-groups to take forward specific programmes of work as considered necessary by the Committee's members, to support the discharge of their duties. The Committee shall determine the membership and terms of reference of any such task and finish sub-groups in accordance with the ICB's constitutions, standing orders and SoRDs but may not delegate any decisions to such groups.

2.5 At the point of approval of these terms of reference (November 2025) the Committee has not established any such groups.

2.6 For the avoidance of doubt, the Committee will comply with the ICBs Standing Orders, Standing Financial Instructions and the SoRDs.

3 Purpose

3.1 The Committee has been established to contribute to the overall delivery of the EJCs objectives and providing the EJC with assurance that it is delivering its functions in a way that secures continuous improvement in the quality of services, against each of the dimensions of quality set out in the Shared Commitment to Quality and enshrined in the Health and Care Act 2022.

3.2 The Committee exists to scrutinise the robustness of, and provide assurance to the EJC, that there is an effective system of quality governance and internal control that supports it to effectively deliver its strategic objectives and provide sustainable, high-quality care. The Committee will provide regular assurance updates to the EJC in relation to activities and items within its remit.

3.3 The duties of the Committee will be driven by the EJC's objectives and the associated risks. A programme of business will be agreed; however, this will be flexible to new and emerging priorities and risks.

4 Membership and attendance

Membership

4.1 The Committee members shall be appointed by the EJC in accordance with its TOR and the Constitutions of the ICBs.

4.2 The EJC will appoint no fewer than 17 members of the Committee, including at least 1 Independent Non-Executive Member of the MSE ICB Board, based on their specific knowledge, skills and experience. Other members of the Committee need not be members of the EJC.

4.3 Membership will comprise:

- Non-Executive Member (Chair), MSEICB
- Associate Non-Executive Member (Deputy Chair), MSEICB
- Executive Director of Nursing (Executive Lead), MSEICB
- Executive Medical Director, MSEICB
- Patient Safety Partner (MSE/HWE/SNEE)
- MSEFT Chief Nurse or Medical Director
- EPUT Executive Nurse or Medical Director

- PAH Chief Nurse or Medical Director
- ESNEFT Chief Nurse or Medical Director (or appropriate site based deputy)
- Essex Community Collaborative Chief Nurse/Director of Nursing
- Primary Care Representative
- Senior Healthwatch Representative
- Director level representation from Local Authority partners
- Third Sector/Voluntary representative at Director level
- NHSE Regional Director of Nursing

4.4 Where a member of the Committee is unable to attend a meeting, a suitable deputy may be agreed with the Committee Chair. The deputy may vote on behalf of the absent Committee member.

Chair and Deputy Chair

4.5 The Committee will be chaired by a Non-Executive Member with the relevant knowledge, skills and experience to chair the Committee, appointed by the Chair of the EJC.

4.6 Committee members may appoint a Deputy Chair from amongst the members.

4.7 In the absence of the Chair, or Deputy Chair, the remaining members present shall elect one of their number to Chair the meeting.

4.8 The Chair will be responsible for agreeing the agenda and ensuring matters discussed meet the objectives as set out in these Terms of Reference.

Attendees

4.9 Only members of the Committee have the right to attend Committee meetings, however, meetings of the Committee may also be attended (by invitation only) by the following individuals who are not members of the Committee:

- ICBs Directors of Nursing/Deputy Director of Nursing
- ICBs Directors of Pharmacy and Medicines Optimisation
- Relevant members of the ICB Nursing and Quality directorates to present reports
- Relevant members of the wider stakeholders when appropriate to present reports where there is an overlap in agendas.

4.10 Other individuals may be invited to attend all or part of any meeting as and when appropriate to assist it with its discussions on any particular matter including representatives from the Health and Wellbeing Boards, Secondary and Community Care Providers.

4.11 The Chair may ask any or all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.

5 Meetings Quoracy and Decisions

5.1 The Committee is not a meeting held in public.

5.2 The Committee will meet at least 3 times; arrangements and notice for calling meetings are set out in the ICBs Standing Orders. Meetings will be planned every two

months subject to there being necessary business to transact. Additional meetings may take place as required.

5.3 The EJC, Chair or Chief Executive Officer may ask the Committee to convene further meetings to discuss issues on which they want the Committee's advice.

5.4 In accordance with the ICBs Standing Orders, the Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.

Quorum

5.5 For a meeting to be quorate a minimum of 6 Members of the Committee are required, including the Chair or Deputy Chair of the Committee, the ICB Executive Director of Nursing or Executive Medical Director, and providing a representative from each of HWE, MSE and SNEE are present where decisions being made cut across the sovereign footprints of the ICBs.

5.6 If any member of the Committee has been disqualified from participating in an item on the agenda, by reason of a declaration of conflicts of interest, then that individual shall no longer count towards the quorum.

5.7 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.

Decision making and voting

5.8 Decisions will be taken in accordance with the ICBs Standing Orders and recorded within the Committee minutes. The Committee will ordinarily reach conclusions by consensus. When this is not possible the Chair may call a vote.

5.9 Only members of the Committee or their nominated deputy may vote. Each member is allowed one vote and a majority will be conclusive on any matter.

5.10 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote.

5.11 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

5.12 Any decisions affecting the future of services in Essex are taken in conjunction with the Committee. Similarly, any decision affecting the status quo of sovereign organisations will be made in conjunction with the sovereign ICBs and require approval through the governance of each ICB.

Urgent Decisions

5.13 In the event that an urgent decision is required, every attempt will be made for the Committee to meet virtually via video conference facilities. Where this is not possible an urgent decision may be exercised by the Committee Chair and relevant lead Director subject to every effort having been made to consult with as many members as possible in the given circumstances (minimum of one other member), and all ICBs having been fully consulted.

5.14 The exercise of such powers shall be reported to the next formal meeting of the Committee for formal ratification.

6 Responsibilities of the Committee

6.1 As governance arrangements develop the below responsibilities will increasingly apply to services commissioned across Essex. Where specific reporting relating to those services across Essex into the Committee are not fully established, assurance reports from HWE and SNEE will be sought accordingly (this may also be via the Executive Director of Nursing).

6.2 The Committee's duties are as follows:

- Seek and receive assurance that there are robust processes in place for the effective delivery of all elements, standards and outcomes of quality (safety, effectiveness, positive experience, well-led and sustainable, and equitable).
- Scrutinise structures in place to support quality planning, control, and improvement, to be assured that the structures operate effectively, and that timely action is taken to address areas of concern.
- Agree and put forward the key quality priorities that are to be included within the strategy/ annual plan of the proposed ICB.
- Review information collected from relevant partner quality dashboards, spotlight reports, thematic reviews, and surveillance themes to identify areas of concern that may require further analysis, intervention, or escalation. This includes a review of themes and learning arising from incident reporting and investigation, compliance benchmarking and patient experience.
- Oversee, monitor, and scrutinize the delivery and compliance of key statutory requirements including those relating to:
    - safeguarding of children and adults
    - infection prevention and control
    - equality and diversity as it applies to service users
    - medicines optimisation and safety
    - All Age Continuing Care provision in the system
    - Primary Care (General Practitioners, Pharmacy, Optometry and Dental)
    - the nursing/residential care sector
    - the quality of local maternity services
    - the Learning Disability and Autism improvement programme
    - the Neurodiversity improvement programme
    - Special Educational Needs and Disabilities (SEND) improvement programme
    - Mental health care (all ages)

- Review and monitor those risks on the Board Assurance Framework (BAF) and Operational Risk Registers which relate to quality, and high operational risks which could impact on care and ensure the ICB is kept informed of significant risks and mitigation plans, in a timely manner.
- Oversee and scrutinise the ICB's response to all relevant (as applicable to quality) Directives, Regulations, national standard, policies, reports, reviews and best practice as issued by the Department of Health and Social Care (DHSC), NHS England (NHSE) and other regulatory bodies/external agencies (e.g. Care Quality Committee (CQC), National Institute for Health and Care Excellence (NICE) to gain assurance that they are appropriately reviewed and actions are being undertaken, embedded and sustained.
- Maintain an overview of changes in the methodology employed by regulators and changes in legislation/regulation and assure the ICB that these are disseminated and implemented across all directorates.
- Oversee and seek assurance on the effective and sustained delivery of Quality Improvement Programmes.
- Ensure that mechanisms are in place to review and monitor the effectiveness of the quality of care delivered by providers and place reliance on the work, intelligence and assurances received from the System Quality Group (SQG). SQG discussions and scheduled reports will inform the process of assurance for the Committee.
- Receive assurance that there is a framework that identifies lessons learned from all relevant sources, including, incidents, never events, complaints and claims, enquiries from MPs/Local Representatives and Patient Stories and ensures that learning is triangulated, disseminated and embedded.
- Receive assurance that the ICB has effective and transparent mechanisms in place to monitor mortality from partners and that they learn from deaths (including coronial inquests and Prevention of Future Death (PFD) reports).
- Be assured that people drawing on services are systematically and effectively involved as equal partners in quality activities through co-design and co-production.
- Have oversight of and approve the TOR and work programmes for the groups reporting into the MSEICB Quality Committee (e.g., Infection Prevention and Control, Safeguarding Boards, System Quality Group (SQG)).
- Report and escalate where appropriate any quality related performance issues e.g. Undertakings or regulatory interventions are co-ordinated effectively between committees and deliver the intended outcomes.
- Oversee the process for completion of Quality Impact Assessments and where appropriate Equality and Health Inequality Impact Assessments (EHIIA) through the EHIIA Group/Panel and receive reports that no detriment to quality has occurred through the investment of disinvestment of services (in line with the responsibilities set out in the ICB's Decision Making Policy).

6.3 The Committee has delegated authority via the Scheme of Reservation and Delegation to make decisions in respect of the following:

- Endorsing policies and procedures relating to quality and safety to the proposed new ICB on its establishment.

7 Behaviours and Conduct

Values

7.1 Members will be expected to conduct business in line with the ICBs values, objectives, the Nolan Principles and Code of Conduct set out in the East of England Leadership Compact.

7.2 Members of, and those attending, the Committee shall behave in accordance with the ICB's Constitutions, Standing Orders and Standards of Business Conduct Policies.

Equality, diversity and inclusion

7.3 Members must demonstrably consider the equality, diversity and inclusion implications of decisions they make in accordance with the equality impact assessment process established by the MSEICB.

Conflicts of Interest

7.4 Members of the Committee will be required to declare any relevant interests to the EJC in accordance with the ICB's Conflicts of Interest Policies.

7.5 A register of Committee members' interests and those of staff and representatives from other organisations who regularly attend Committee meetings will be produced for each meeting. Committee members will be required to declare interests relevant to agenda items as soon as they are aware of an actual or potential conflict so that the Committee Chair can decide on the necessary action to manage the conflict.

Confidentiality

7.6 Issues discussed at Committee meetings, including any papers, should be treated as confidential and may not be shared outside of the meeting unless advised otherwise by the Chair.

8 Accountability and reporting

8.1 The Committee is accountable to the EJC and shall report to the EJC on how it discharges its responsibilities. The Chair of the Committee will be accountable to the Chair of the EJC for the conduct of the committee.

8.2 The Committee will escalate issues of continued non-compliance / non-delivery of expected plans to the EJC as necessary.

8.3 The Committee will advise the Audit Committee on the adequacy of assurances available and contribute to the Annual Governance Statement where appropriate.

8.4 Regular reports on the business of the Committee will be submitted to the EJC for assurance.

8.5 The Chair of the Committee may be invited to attend the EJC as requested by the Chair of the EJC

8.6 The minutes of the meetings, including any virtual meetings, shall be formally recorded by the secretary and submitted to the EJC in accordance with the Standing Orders. It is noted that confidential / sensitive information may be noted in the meeting that cannot be reflected in the minutes that are available to the public (i.e., submitted to the public EJC meetings). Where this is the case, those items will be minuted 'confidentially', and a note made within the minutes of this fact. Confidential minutes are then reported to the Part II confidential meeting of the EJC.

8.7 The Committee Chair and Executive Lead will provide assurance reports to the EJC at each meeting and shall draw to the attention of the EJC any issues that require disclosure to the EJC or require action.

9 Secretariat and Administration

9.1 The Committee shall be supported with a secretariat function which will include ensuring that:

- The agenda and papers are prepared and distributed in accordance with the Standing Orders having been agreed by the Chair with the support of the relevant executive lead.
- Attendance of those invited to each meeting is monitored and highlighting to the Chair those that do not meet the minimum requirements.
- Records of members' appointments and renewal dates are maintained, and the EJC is prompted to renew membership and identify new members where necessary.
- Good quality minutes are taken in accordance with the standing orders, including a record of all decisions, and agreed with the chair and that a record of matters arising, action points, and issues to be carried forward are kept.
- The Chair is supported to prepare and deliver reports to the EJC.
- The Committee is updated on pertinent issues/ areas of interest/ policy developments.
- Action points are taken forward between meetings and progress against those actions is monitored.

10 Review

10.1 The Committee will consider its effectiveness prior to handover to the proposed ICB, expected in April 2026, which will feed into the annual Governance Statement of the ICBs.

10.2 These terms of reference will be reviewed as and when required. Any proposed amendments to the terms of reference will be submitted to the EJC for approval.

10.3 The Committee will utilise a continuous improvement approach in its delegation and all members will be encouraged to review the effectiveness of the meeting at each sitting.

Date of Board approval: XXX

Date of next review: XXX

Part I Essex Joint Committee Meeting, 20 November 2025

Agenda Number: 6

Proposed Essex ICB Governance / Transition Update

Summary Report

1. Purpose of Report

To provide an update to members of the Essex Joint Committee in relation to progress against the ICB Transition Plan and Due Diligence Checklist.

2. Executive Lead

Jo Cripps, Executive Director System Recovery and Transition, MSE ICB

3. Report Author

Michelle Angell, Delivery Director, MSE ICB

4. Responsible Committees

Fortnightly transition briefings are provided to the ICB Executive Committee.

5. Link to the ICB's Strategic Objectives

Reference the relevant ICB objectives

1. Through strict budget management and good decision making, the ICB plans and purchases sustainable services for its population and manages any associated risks of doing so within the financial position agreed with NHS England.
2. Being assured that the healthcare services we strategically commission for our diverse populations are safe and effective, using robust data and insight, and by holding ourselves and partners accountable.
3. Achieve the objectives of year one of the ICB Medium Term (5 year) Plan to improve access to services and patient outcomes, by effectively working with partners as defined by the constitutional standards and operational planning guidance.
4. Through compassionate and inclusive leadership, consistent engagement and following principles of good governance, deliver the organisational changes required, whilst ensuring staff are supported through the change process and maintaining business as usual services.

6. Impact Assessments

In response to a request from NHS England the ICB has submitted an overarching Equality Health Inequalities Impact Assessment in relation to the proposed ICB boundary changes. A separate Equality Impact Assessment has been undertaken in relation to the impact on the ICB workforce in respect of the proposed workforce reduction programme.

7. Financial Implications

There is a need to understand the financial impact of transition arrangements (aside from the workforce/redundancy arrangements). The Central Portfolio Management Office is working with due diligence leads to support this process.

8. Details of patient or public engagement or consultation

To support patient and public engagement in relation to the proposed formation of the Essex ICB, briefings have been provided to the following forums:

- Public Board meeting held on 16 October 2025 in relation to approval of the ICB transition arrangements.
- Presentations provided by Tom Abell, Chief Executive Officer to Health Overview and Scrutiny Committees, advising of the proposed changes – July 2025.
- Provider stakeholder engagement undertaken during October and November 2025

9. Conflicts of Interest

None identified.

10. Recommendation/s

The Essex Joint Committee is asked to note the attached report for assurance purposes.

Essex Transition Update

1. Introduction

The transition arrangements in place to support the formation of the proposed Essex ICB are progressing well. There is shared working across the ICBs in the East of England, and key areas of progress relating to Essex are outlined within this report for assurance purposes.

2. Transition Plan and Due Diligence progress update

The following key areas of progress have taken place during quarter three:

Area of Focus	Progress Update	Next Steps
People	Change Management Framework amended and approved by Renumeration Committee.	ICB Consultation process.
	Voluntary Redundancy – national funding confirmed.	Details of process to be set out within the ICB Consultation document
	Workforce Equality Impact Assessment completed.	To be shared as part of the ICB Consultation process.
	Timeline for ICB Consultation shared with staff.	ICB Consultation to commence w/c 17 November 2025, to run for minimum of 45 days.
	Working arrangements for MSE ICB staff.	Proposal to commence interim working from an office base one day per week deferred until April 2026.
	Agreement for MSE virtual private database (VPD) code to be utilised to support the transition.	All Essex facing staff to be added onto the MSE VPD code.
	List of Essex facing staff from North East and West Essex shared with MSE ICB.	List to be finalised 17 November for onward arrangements.

Area of Focus	Progress Update	Next Steps
Finance	Concerns raised by the ICB in relation to the launch of ISFE2 (integrated single financial environment) and governance / control issues identified to date.	NHSE working with ICB leads to mitigate risks identified.
Governance/ Assurance	Launch of ICB Chair search commenced.	Recruitment process.
	Transition Governance arrangements agreed (Essex Joint Committee and sub-committees).	Continued implementation of new governance arrangements.
	EPRR action plan developed to ensure organisational readiness from 1 April 2026.	EPRR leads to work together to build on the actions identified. Plans to undertake an Essex EPRR test exercise by February 2026.
	Key decisions document drafted for review by MSE, North East and West Essex teams.	Review of impending decisions and identification of appropriate governance route. To be submitted to ICB Executive Team for consideration.
Due Diligence	Due diligence leads continuing to progress checklist actions, reporting on a fortnightly basis to the Central Portfolio Management Office.	Fortnightly reporting to ICB Executive Team for assurance. Fortnightly meetings with NHSE for assurance and 'checkpoint' meetings arranged. Due diligence deep dive sessions being arranged to support knowledge transfer process.

Area of Focus	Progress Update	Next Steps
Due Diligence	Knowledge Transfer template developed.	Template shared with Suffolk and North East Essex (SNEE) and Hertfordshire and West Essex (HWE) leads to support knowledge transfer process. Confirmation from SNEE leads that this is being completed. Formal knowledge transfer sessions being arranged.

3. Findings/Conclusion

All ICB actions relating to the transition and due diligence process completed to date within the agreed timeframes. Work continues to ensure knowledge transfer arrangements are in place to support future working arrangements.

4. Recommendation

The Essex Joint Committee is asked to note the attached report for assurance purposes.

5. Appendices

Not applicable.